

CAUSE NO. D-1-GV-10-000454

STATE OF TEXAS,

Plaintiff,

v.

RETIREMENT VALUE, LLC,  
RICHARD H. "DICK" GRAY, HILL  
COUNTRY FUNDING, LLC,  
HILL COUNTRY FUNDING, and  
WENDY ROGERS,

Defendants,

AND

JAMES SETTLEMENT SERVICES, LLC  
et al.,

Third Party Defendants.

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

126<sup>th</sup> JUDICIAL DISTRICT

**EIGHTEENTH APPLICATION FOR FEES  
BY THE RECEIVER AND RECEIVER'S COUNSEL**

Eduardo S. Espinosa, court-appointed receiver for Retirement Value, LLC, files his Eighteenth application for fees incurred by the Receiver and his counsel, Cox, Smith, Matthews Incorporated and K&L Gates, LLP; covering the months of covering the month of April through June 2013.

**BACKGROUND**

To assist the Receiver in the performance of these duties, the Agreed TI authorizes the Receiver to "to hire employees, contractors, consultants, accountants, attorneys, legal assistants, or other assistants under terms to be determined by the Receiver, whose services in the sole discretion of the Receiver, are necessary for an efficient and accurate administration of the receivership estate." Agreed TI at 14, ¶8. To that end, the Receiver has retained the law firm of K&L Gates, to represent him in connection with this case, to assist him in the performance of his

duties and to prosecute or defend litigation on behalf of Retirement Value. As of July 16, 2012, the Receiver transitioned the majority of this representation to Cox Smith although, certain aspects of the representation remained with K&L Gates.<sup>1</sup>

By its Order Regarding the First Application for Fees by the Receiver and Receiver's Counsel entered on October 26, 2010 (Fees Order), the Court modified the basis by which the Receiver and his counsel are paid. Pursuant to the Fees Order, the Receiver shall charge an hourly rate of \$320 per hour and the Receiver's counsel shall discount its rates by 9.5% from its then current hourly rates in effect as of the time services are rendered, beginning on August 1, 2010. Fees Order at 2. Moreover, the Receiver and his counsel are to submit to the Court and to the parties of record their request for payment of fees. If no party of record files an objection to the request for payment within ten days from the filing of the request for payment, then the Receiver shall pay the amount of the request from funds he holds in the receivership estate. Any objection must state with specificity the particular items of the Receiver's request to which the objection is made. If an objection is made, the Receiver shall not pay the contested portion of the invoice until a hearing has been held on the objection, but the Receiver may pay the portions of the request to which no objection is made. *Id.*

#### APPLICATION FOR PROFESSIONAL FEES

By this Application, the Receiver seeks approval from the Court to pay from the assets of the Receivership the fees incurred by the Receiver and his counsel, Cox Smith and K&L Gates for services rendered between April and June 2013 by Cox Smith and K&L Gates.

The Receiver has incurred fees of \$75,072.00 during the period covered by this Application. He has retained the legal services of Cox Smith and K&L Gates which have

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<sup>1</sup> The Receiver has also retained other professionals to assist him. An application to pay the fees of those professionals is the subject of a separate application.

incurred fees for the periods covered by this Application of \$121,851.50 and \$10,852.08, respectively. Affidavit of Eduardo S. Espinosa ("Espinosa Affid.") at ¶11-13 (attached as Exhibit 1). While substantial, these fees were both reasonable and necessary.

The fees charged by the Receiver and his counsel represent a 24% discount from the usual and customary fees charged by Cox Smith and K&L Gates. As a general matter, the charge for the services provided by Cox Smith and K&L Gates are determined by multiplying the total number of hours worked by each timekeeper by that timekeeper's billing rate. *Id.* at ¶16. In this case, the billing rate of each timekeeper was discounted from the usual and customary rates charged by Cox Smith and K&L Gates, respectively. The Receiver is charging \$320/hour, which represents a 27% discount from his usual and customary Cox Smith rate of \$440/hour. In addition, each of Cox Smith and K&L Gates has discounted their rates by 9.5% and further discounted their bills by approximately \$22,615.99. In the aggregate the discounts and write-offs associated with this Application amount to \$64,698.20. Espinosa Affid at ¶17. The chart below summarizes the fees charged and the discounts applied.

<b>Invoice Summary</b>				
Services Rendered in	Apr-13	May-13	Jun-13	Total
<b>Fees Requested</b>				
CSM	\$65,862.31	\$71,452.55	\$59,608.64	\$196,923.50
KLK Moss	\$7,437.09	\$99.85		\$7,536.94
KLK E-data	\$1,718.69	\$969.27	\$627.18	\$3,315.14
<b>Total</b>	<b>\$75,018.09</b>	<b>\$72,521.67</b>	<b>\$60,235.82</b>	<b>\$207,775.58</b>
<b>Receiver Incurred</b>	<b>\$37,796.00</b>	<b>\$35,816.00</b>	<b>\$29,612.00</b>	<b>\$103,224.00</b>
Receiver Billed	\$27,488.00	\$26,048.00	\$21,536.00	\$75,072.00
Receiver adj	(\$10,308.00)	(\$9,768.00)	(\$8,076.00)	(\$28,152.00)
All other Tkpr Incurred	\$57,878.51	\$51,352.12	\$60,019.15	\$169,249.78
All other Tkpr Billed	\$47,530.09	\$46,473.67	\$38,699.82	\$132,703.58
(9.5%) adj.	(\$4,989.35)	(\$4,878.45)	(\$4,062.41)	(\$13,930.21)
Write-offs	(\$5,359.07)	\$0.00	(\$17,256.92)	(\$22,615.99)
<b>Total Adj</b>	<b>(\$20,656.42)</b>	<b>(\$14,646.45)</b>	<b>(\$29,395.33)</b>	<b>(\$64,698.20)</b>

## **I. What Have We Accomplished During This Period**

During the period covered by this Application, the Receiver and his counsel devoted substantial attention to prosecuting litigation in this matter and ancillary proceedings, addressing various motions and discovery matters, and pursuing the estate's claims against various parties.

The significant tasks during this time period include, without limitation:

- Maintaining investor communications, including responding to inquiries from investors, defendants and their respective counsel regarding this matter, the Plan of Distribution, value of the claims and alternative recovery efforts;
- Maintaining and periodically updating the estate's website with new information and current events;
- Attending to the preservation of the estates' assets, including coordination of various accounting matters, funds management, and payment of premiums;
- Responding to numerous inquiries and resolving various issues regarding the initial distribution and proof of claim processes;
- Responding to inquiries from self-regulatory agencies and federal, state, county and municipal law enforcement and taxing authorities;
- Responding to various motions, interrogatories and ancillary requests by defendants, intervenors and third parties;
- Continued to prosecute litigation against defendants and third party defendants;
- Coordinating and supervising the prosecution of third party claims with the estate's contingency fee counsel;
- Negotiating, documenting and resolving the disputes with the Hill Country Intervenors;
- Negotiation, documentation and securing approval of the settlements with Ron James, Don James, James Settlement Services, Michael Beste, Milkie Ferguson Investments Inc., Ed Milkie and Manny Aizen;
- Multiple mediations with licensees, resulting in settlement agreements with more than \$500,000 in consideration to the estate;
- Mediation with Wells Fargo in advance of the arbitration proceedings;
- Representing the estate in its arbitration against Wells Fargo; and

- Responding to discovery requests and marshalling Retirement Values records.

The Receiver initially undertook to investigate the business of Retirement Value, to collect the assets readily available to it and to put in place interim measures to protect the value of those assets. That work is complete. The Receiver is currently working on two major initiatives. The first initiative is to execute the court-approved plan for the portfolio of insurance policies in order to maximize the policies' value and return to investor victims. The second initiative is to resolve and collect upon the substantial claims that the estate has against various parties.

A key variable to the estate's success and ultimately restitution to the investors is the performance of Retirement Value's portfolio of insurance policies. Maximization of the portfolio's value depends upon the policies' expected cash flows (premiums paid and benefits received) and the portfolio's structure. The Receiver developed a plan of distribution and a plan for maximizing the value of the portfolio. The Court has consolidated the Retirement Value and Hill Country Funding estates and ordered the Receiver to (i) collapse the portfolio so that all claimants share in all of the estate's assets and (ii) hold the insurance policies until all of the policies have matured.<sup>2</sup>

#### **A. Plan of Distribution**

In May 2011, the Receiver prepared a report describing the actuaries' findings and discussing his recommended plan. He also (i) prepared a formal plan of distribution and posted it for comment and (ii) filed a motion with the Court to approve the Initial Plan. This plan provided for: (i) approximately 10% of the investor-victims' investment to be distributed immediately upon completion of a proof of claim process; (ii) distributions of free cash flow in

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<sup>2</sup> The Retirement Value and Hill Country funding claimants are to participate in the distributable assets of the consolidate estate 94.7% and 5.3%, respectively

excess of reserve requirement throughout the life of the portfolio; and (iii) an expected return of 100% of the investor-victims money, plus or minus 20% over the life of the portfolio. The involuntary bankruptcy filing on August 12, 2011, preempted the Court's consideration of the plan that was scheduled to be heard on August 15, 2011. Pursuant to the Court's order, the Receiver proposed an alternative plan of distribution on January 3, 2012. Alternative plans were subsequently submitted by other parties. The Court adopted the Receiver's initial plan on July 20, 2012.

Following approval of the plan of distribution, the Receiver and his counsel (i) published a schedule of claims and mailed it to all known creditors of Retirement Value and Hill Country Funding; and (ii) published advertisements notifying the public of the adoption of the plan and the date by which proofs of claims must be filed in major newspapers in Texas. The Receiver subsequently requested authority to make an initial distribution to the investors. The Court authorized an initial distribution of \$5,500,000 on September 26, 2012. The Receiver sent out checks on October 15, 2012.

#### **B. Collection Efforts**

The Receiver and his counsel are also working to collect on claims owed to the estate. The Receiver has filed suit against David and Elizabeth Gray (former owners of Retirement Value) to recover the money paid to them by Retirement Value. In addition, the Receiver engaged in negotiations with various other parties, including some licensees, towards the settlement of the estate's claims against them and made demand upon the various licensees who sold investments in the RSLIP. George Brothers Kincaid & Horton, L.L.P. ("GBKH"), on behalf of the Receivership, has filed suit against licensees and others to collect amounts owed to the estate.

Because of the expense and risk inherent in litigation, the Receiver is taking a deliberate approach towards the claims of the estate. Generally, the Receiver attempted to engage in negotiations with those against whom the estate had claims, rather than immediately filing suit. Moreover, the Receiver concentrated his initial efforts on claims that were either the most likely to succeed or which provide for the largest potential recovery, including engaging in mediation with certain parties. This tactic resulted in considerable success, including settlements with Bruce Collins (reached without filing suit), Kiesling Porter (also reached without filing suit) and Dick Gray (reached before trial) worth some \$1.7 million. After consultation with the State and the Intervenors, the Receiver decided to retain contingency fee counsel to prosecute claims against the licensees and other parties.

The Receiver retained, on a contingency fee basis, GBKH to prosecute claims against the licensees.<sup>3</sup> GBKH has sued numerous licensees and others owing money to the estate. As of the date of this application the Court has approved over \$1,750,000 in negotiated settlements with third party licensees who participated in the sale of the RSLIP as well as a \$200,000 settlement with Wendy Rogers. In addition, the Court recently approved a \$5.5 million settlement with Ron James, Don James, James Settlement Services and Michael Beste. The Court has also granted Retirement Value almost \$1.5 million in judgments against certain licensees. Attorneys at Cox Smith will continue to assist GBKH and to supervise their work in this matter.

### **C. Adequacy of reserves**

The Receiver engaged Lewis & Ellis to model the consolidated RV/HCF portfolio and advise the estate as to appropriate premium reserve levels and the portfolio's expected net cash at maturity. Lewis & Ellis determined premium reserves of \$17,414,248 should suffice for 97.5%

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<sup>3</sup> The Receiver paid reimbursable expenses of \$50,000 out of pocket. Any additional expenses are being paid out of any recoveries from the licensees.

of the potential outcomes. After accounting for the Initial Distribution and the premiums paid since August 31, 2012, the estate maintains ample cash reserves from which to pay this Application.

## II. What Work Remains to Be Done

While a substantial portion of the Receiver's work has been completed, work remains to be done. At this point, our work can be divided into three categories: (i) litigation of claims by the estate against third parties; (ii) resolution of claims against the estate, and (iii) fulfillment of the plan of distribution.

The litigation of claims by the estate has been largely outsourced to contingency fee counsel. Cox Smith will continue to have a role in these matters. The Receiver is the plaintiff in these claims and the firm will assist him in supervising the contingency fee lawyers. In addition, Cox Smith lawyers continue to assist the contingency fee lawyers in developing the case.

Adoption of the plan of distribution largely resolved the claims against the estate. Receiver received 44 proofs of claim (38 from investors and 6 from other claimants) disputing scheduled claim amounts or characterization. A hearing held on January 7, 2013, largely resolved the then pending investor disputes. Only David Gray's HCF investor dispute remains unresolved. Resolution of David Gray's disputed claims and the remaining Class 3 General Creditor claims will require further litigation before this and other courts.

A group of HCF investors intervened attempting to undo the Plan in order to obtain preferential treatment for their claims. The Receiver and HCF Intervenor have amicably resolved their differences. The HCF Intervenor dropped their suit against the estate.

The Court's adoption of the Initial Plan substantially reduces, if not eliminates, the need for further expense or delay associated with evaluating alternative asset management strategies.



The proof of claim process has been concluded, each claimant's proportionate interests in the estate's assets have been established and the initial distribution remitted. The Receiver has now turned his attention to addressing investor inquiries and addressing ministerial issues to ensure that the estate's records are updated and the estate is ready to execute the next distribution.

On July 26, 2013, the Receiver filed with the Court his latest report regarding the status of the estate, its collection efforts, recent maturities and uses of cash, including a discussion of the potential for an additional distribution in 2013. Each of the claimants were contemporaneously notified of the filing, provided instructions on how to download a copy or request a physical copy from the Receiver.

#### ARGUMENT

The Receiver's administrative costs, including his fee and that of his counsel, are to be paid out of the funds and other assets of the estate. These costs are considered costs of court and have priority over all other claims against the estate. *Jordan v. Burbach*, 330 S.W.2d 249 (Tex. Civ. App. – El Paso 1959, writ ref'd n.r.e.); also TEX. CIV. PRAC. & REM. CODE §64.051. The Court should consider the reasonableness of the fees requested by both the Receiver and counsel.<sup>4</sup>

In evaluating the reasonableness of the fees, the Court should consider the following factors: (1) the time and labor involved, the novelty and difficulty of the questions involved, and the skill required to perform the legal services properly; (2) the likelihood that the acceptance of the particular employment will preclude other employment by the lawyer; (3) the fee customarily charged in the locality for similar legal services; (4) the amount involved and the results obtained; (5) the time limitations imposed by the client or the circumstances; (6) the nature and

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<sup>4</sup> The Receiver has not acted as his own counsel; therefore all of his time is billed at his "Receiver" rate as opposed to a higher rate for his services as an attorney. *Espinosa Affid.* at ¶4.

length of the professional relationship with the client; (7) the experience, reputation, and ability of the lawyer or lawyers performing the services; and (8) whether the fee is fixed or contingent on results obtained or uncertainty of collection before the legal services have been rendered. *Arthur Andersen & Co. v. Perry Equip. Corp.*, 945 S.W.2d 812, 818 (Tex. 1997).<sup>5</sup> These factors support the award of the requested fees.

*Time, labor, skill & complexity.* By its nature, a receivership proceeding is unique and complicated. As discussed above, this receivership is particularly complicated due to its size, the assets involved, the poor record keeping of Retirement Value and the sheer number of people involved (1084 investors, 1,000 licensees, 18 insurance companies and several banks). To properly administer the estate requires a high degree of skill and diligence. Moreover, the Receiver and his counsel have had to devote significant time to this matter. The exact time expended and work performed by the Receiver and his counsel are shown on the invoices attached to the Espinosa Affidavit. In addition, the Receiver's Initial Reports of June 2010; the subsequent reports of April 2011, December 2011 and May 2013; and the fee applications previously filed with the Court summarize the work of the Receiver and his counsel.

*Preclusion of other employment.* Neither Cox Smith nor K&L Gates has had to decline any representation solely because of its services in this case. However, because of the magnitude of the effort required, the Receiver and certain individual Cox Smith and K&L Gates professionals working on this matter have been largely precluded from working on other matters.

*Customary fees.* An attorney's usual and customary fees are presumed to be reasonable.

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<sup>5</sup> Certain older cases have described the factors used to consider the reasonableness of a receiver's fee using slightly different terminology. See *Taylor v. Taylor*, 91 S.W.2d 394, 397-98 (Tex. Civ. App. - Amarillo 1936, no writ). However, the factors used by these cases incorporate all of the same considerations set out in the *Arthur Anderson* factors. In order to simplify this application, the Receiver has used the *Arthur Anderson* framework to discuss the reasonableness of his fees and those of his counsel.

TEX. CIV. PRAC. & REM. CODE § 38.003. The fees charged by Cox Smith and K&L in this case are the usual and customary fees that they charge to and collect from their clients for the services of the attorneys and other professionals working on this matter, except that: (i) the Receiver is charging 27% less than his usual and customary rate; and (ii) each of Cox Smith and K&L Gates is charging 9.5% less than its usual and customary rates on all other timekeepers. Espinosa Affid. at ¶6. Further, the court may take judicial notice of customary fees and of the contents of the case file without further evidence. TEX. CIV. PRAC. & REM. CODE § 38.004.

Each of Cox Smith and K&L Gates undertake annual analyses of the markets in which they operates in order to determine the appropriate fees to charge for their respective professionals based on the fees charged by their competitors and peer firms. The goal of this analysis is to set rates for each professional at the median rate for professionals at peer firms in similar practices areas and similar experience. Accordingly, the rates charged by Cox Smith and K&L Gates in this matter are well within the norm for firms of its type in Texas. Espinosa Affid. at ¶8.

1. *Amount involved and results obtained.* The amount involved in this matter, measured either by the \$77 million invested by the investors or the over \$35 million of estate assets administered by the Receiver, is very large. During the Receiver's 39 months on the job, the Receiver has actively managed the estate's affairs and discharged his State-Court imposed duties. All told, the Receiver has brought nearly \$25 million into the estate over the course of the Receivership Action.<sup>6</sup> He has filed a plan of distribution and made an initial distribution of

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<sup>6</sup> These recoveries include (i) \$1.25 million secreted by the principals of the Alleged Debtor into Special Acquisitions, Inc.; (ii) \$560,000 and 8 policies of insurance worth about \$1.1 million recovered from James Settlement Services; (iii) \$127,000 in cash and \$195,000 in debt-reduction from a settlement with Bruce Collins; (iv) \$710,000 in a settlement with Kiesling Porter; (v) \$600,000 in assets from a settlement with Dick and Catherine Gray; (vi) \$200,000 in assets and \$7,000 in debt reduction from a settlement with Wendy Rogers; (vii) \$10,117,534 collected from Pacific Life on the PLI140 policy, which was initially disputed by Pacific Life; (viii) \$735,000 from the sale of Retirement Value's headquarters; (ix) \$34,564 in recovered state franchise taxes; (x) \$1,450,000 in

approximately \$5.5 million.

*Time limitations.* Time is of the essence in a receivership. This is particularly true in the initial stages. The efforts undertaken in this case to recover assets, investigate the facts and preserve the portfolio of policies were conducted on an expedited basis.

*The nature and length of the professional relationship.* This factor cuts no particular way. However, neither the Receiver nor his counsel has any particular relationship with any of the parties involved in this matter. Nor is there any possibility of a future relationship with the estate. By their nature, receiverships are a one-time event. As a result, no discount would normally be appropriate. Nevertheless, this application reflects a discount of 24% off of the fees Cox Smith and K&L Gates would normally charge for the work performed during this time period.

*Experience, reputation, and ability of the professionals.* Cox Smith is one of Texas' premier law firms. Founded in San Antonio over 80 years ago, it employs 130 attorneys with diverse experience in 21 primary practice areas and 21 industry segments. Cox Smith's experience spans all of the key Texas markets, with growing offices in Austin, Dallas, El Paso and McAllen. K&L Gates is one of the world's premier law firms. It comprises nearly 2,000 lawyers who practice in 46 offices located on five continents. Each of Cox Smith and K&L Gates represents leading global corporations, growth and middle-market companies, capital markets participants and entrepreneurs in every major industry group as well as public sector entities, educational institutions, philanthropic organizations and individuals.

*Whether the fee is fixed or contingent.* The fees of the Receiver and his counsel are based on upon their hourly rates with a substantial discount. However, the payment of fees depends

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approved settlements with licensees; (xi) \$2,164,420 in judgments against licensees; and (xii) \$5.5 million in approved settlements with the James Defendants.

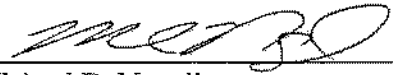
upon the approval of the court and the availability of assets in the estate – something which could not be known at the time the engagement was accepted and which remain uncertain.

The fees requested in this application are 36% less than the average monthly fees in all preceding fee applications. The Receiver anticipates that his fees and the fees of his counsel will fluctuate over the coming months but continue to trend downward. The amount of fees incurred will depend primarily on the administrative efforts necessary to effectuate the plan of distribution. It will also depend upon other circumstances beyond the control of the Receiver such as the filing of claims against Retirement Value by investors or non-investor claimants as well as the cooperation of the Defendants. The more the Defendants and others cooperate with the Receiver, the lower the fees incurred by the Receiver and his counsel will be. The converse is also true.

Based on the size and complexity of the estate, the difficulties of administering it, the efforts expended and the results obtained, the fees requested by the Receiver and his counsel are reasonable and necessary.

ACCORDINGLY, the Receiver requests that this Application be granted in its entirety and that he be authorized to pay the fees requested by him and his counsel from the funds available to the estate.

Respectfully submitted,

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**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the above pleading has been served on the following counsel on this the 13<sup>th</sup> day of August 2013 as indicated below:

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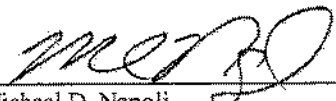
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<p>David and Elizabeth Gray  4559 E. 107<sup>th</sup> Street  Tulsa, Oklahoma 74137  (301) 512-4131  esogray72@gmail.com  <b>PRO SE THIRD PARTY DEFENDANT</b></p>	<p>Richard H. Gray  Catherine Gray  301 Main Plaza, #349  New Braunfels, Texas 78130  (210) 392-3550  legalfoodfight@yahoo.com  <b>PRO SE DEFENDANTS</b></p>
<p>Bogdan Rentea  RENTEA &amp; ASSOCIATES  1002 Rio Grande Street  Austin, Texas 78701  (512) 472-6291  (512) 472-6278  brenteaa@rentealaw.com  nleake@rentealaw.com  <b>COUNSEL FOR WENDY ROGERS AND THIRD PARTY DEFENDANTS COLEMAN, GALLAGHER, FEEKEN, GALLAGHER FINANCIAL, CASTELLANO, CERVENKA, GLOBAL DIRECT, SHIELDS, MARCO LOPEZ, REID THORBURN, THORBURN TRUST, YOUNG, CREATIVE WEALTH DESIGNS, CHADWICK, WOODS, DAVIDSON, SECURED FINANCIAL STRATEGIES, LLC, AND THORBURN FINANCIAL SERVICES</b></p>	<p>Michael W. O'Donnell  Ronald D. Smith  Ashley Senary  FULBRIGHT &amp; JAWORSKI L.L.P.  300 Convent Street, Suite 2100  San Antonio, Texas 78205-3792  (210) 224-5575  (210) 270-7205 fax  modonnell@fulbright.com  rsmith@fulbright.com  asenary@fulbright.com   Paul Trahan  Cristina C. Longoria  FULBRIGHT &amp; JAWORSKI L.L.P.  98 San Jacinto Boulevard, Suite 1100  Austin, Texas 78701-4255  (512) 474-5201  (512) 536-4598 fax  ptrahan@fulbright.com  clongoria@fulbright.com  <b>COUNSEL FOR WELLS FARGO THIRD PARTY DEFENDANTS AND WHITNEY GILES</b></p>
<p>Milton G. Hammond  LAW OFFICE OF MILTON G. HAMMOND  6406 La Manga Drive  Dallas, Texas 75248  (214) 642-0881  (972) 782-4540 fax  mghammondlaw@gmail.com  <b>COUNSEL FOR THE MARLOW INTERVENORS AND THIRD PARTY DEFENDANTS BESTE, HOSKINS AND KNOX</b></p>	<p>Merit Bennett  THE BENNETT FIRM  460 St. Michael's Drive, Suite 703  Santa Fe, New Mexico 87505  (505) 983-9834  (505) 983-9836 fax  mb@thebennettfirm.us  <b>COUNSEL FOR THIRD PARTY DEFENDANT MIKE BESTE</b></p>

<p>Robert L. Wright  ROBERT L. WRIGHT, P.C.  612 Eighth Avenue  Fort Worth, Texas 76104  (817) 850-0082  (817) 870-9101 fax  rwright@riwpc.com  COUNSEL FOR THIRD PARTY DEFENDANTS POE, RICE,  SENIOR RETIREMENT PLANNERS, PACHACEK, CORNETT,  PC&amp;S, NICHE INVESTMENTS, SANSING, LIGHTHOUSE,  NG, FRANCO, ALTERNATIVE SOLUTIONS INSURANCE,  CHICK, WESTON, SKIJUS, AND MARK SMITH</p>	<p>David R. Clouston  Christopher R. Richie  Leslye E. Moseley  SESSIONS FISHMAN NATHAN &amp; ISRAEL LLC  900 Jackson Street, Suite 440  Dallas, Texas 75202  (214) 741-3001  (214) 741-3055 fax  dclouston@sessions-law.biz  criche@sessions-law.biz  lmoseley@sessions-law.biz  COUNSEL FOR THIRD PARTY DEFENDANTS LEVIN AND  SCHROEDER</p>
<p>Alexander S. Roig  ALLEN &amp; ROIG, LLP  3003 N.W. Loop 410  San Antonio, Texas 78230  (210) 377-2529  (210) 240-1346 fax  allenroig@sbcglobal.net  COUNSEL FOR THIRD PARTY DEFENDANTS SENIOR TEXAS  ESTATE PLANNING SERVICES, WILLIAM EVANS, RICHARD  EVANS AND DON WISSNER</p>	<p>Barry A. Chasnoff  Clayton Matheson  AKIN GUMP STRAUSS HAUER &amp; FELD LLP  300 Convent Street, Suite 1500  San Antonio, Texas 78205  (210) 281-7000  (210) 224-2035 fax  bchasnoff@akingump.com  cmatheson@akingump.com  ATTORNEYS FOR SOCIETY AND CORPORATION OF  LLOYD'S</p>
<p>Merritt N. Spencer  STRASBURGER &amp; PRICE, LLP  720 Brazos Street, Suite 700  Austin, Texas 78701-2974  (512) 499-3600  (512) 499-3660 fax  merritt.spencer@strasburger.com  ATTORNEYS FOR THIRD PARTY DEFENDANT SEARLE</p>	<p>James Craig Orr, Jr.  HEYGOOD, ORR &amp; PEARSON  2331 W. Northwest Highway, 2<sup>nd</sup> Floor  Dallas, Texas 75220  (214) 237-9001  (214) 237-9002 fax  jim@hop-law.com  COUNSEL FOR THIRD PARTY DEFENDANTS JAMES CRAIG  ORR, JERRY NEAL ORR, JOHN REAGAN AND FREDERICK  RUST</p>
<p>Sam L. Hensley  P.O. Box 155  2415 Hwy 16N  Bandera, Texas 78003  (830) 796-8247  sam.hensley@sbcglobal.net  PRO SE</p>	<p>Todd A. Marquardt  MARQUARDT LAW FIRM  11919 Jones Maltsberger  San Antonio, Texas 78216  (210) 320-8800  (210) 247-9396 fax  todd@marquardtlawfirm.com  COUNSEL FOR THIRD PARTY DEFENDANT JAMES STRIZAK</p>

<p>Mike Ahlers  9501 Console Drive, Suite 100  San Antonio, Texas 78229  mikeahlers.marketing@gmail.com  <b>PRO SE</b></p>	<p>Katie Hensley  160 Stephen Court  Kyle, Texas 78640  (512) 268-0182  Kjhensley2010@gmail.com  <b>PRO SE</b></p>
<p>Salvatore Magaraci  150 Broadhollow Road, Suite 312  Melville, New York 11747  eppc@optonline.net  <b>PRO SE</b></p>	<p>Jeff Mejia  2609 Gabrianna Court  Columbia, Missouri 65203  (913) 208-4884  jeffjmejia@yahoo.com  <b>PRO SE</b></p>
<p>Estate Protection Planning Corp.  c/o A. Kirsten Gallardo, CEO  P.O. Box 1089  Huntington, New York 11743  eppc@optonline.net  <b>PRO SE</b></p>	<p>Benjamin Milks  Milks &amp; Milks  3718 45<sup>th</sup> Street East  Bradenton, Florida 34208  benjaminmilks@milksandmilks.net  <b>PRO SE</b></p>
<p><i>Via U.S. Mail</i>  Gary J. Lenahan  228 Crawford Street  Beckley, West Virginia 25801  <b>PRO SE</b></p>	<p><i>Via U.S. Mail</i>  Mike Givilancz  611 6<sup>th</sup> Street  Weslaco, Texas 78596  gfinancialgroup@rgv.rr.com  <b>PRO SE</b></p>
<p><i>Via U.S. Mail</i>  Byron Tyghe Williams  P.O. Box 88  Mentor, Ohio 44061-0088  (440) 209-9977  <b>PRO SE</b></p>	<p><i>Via U.S. Mail</i>  Andrew D'Agostino  Harvest Planning, LLC  41 Brook Street  West Sayville, New York 11796  <b>PRO SE</b></p>


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Michael D. Napoli

4597745.1

**EXHIBIT "1"**

STATE OF TEXAS,

Plaintiff,

v.

RETIREMENT VALUE, LLC,  
RICHARD H. "DICK" GRAY, HILL  
COUNTRY FUNDING, LLC, a  
Texas Limited Liability Company,  
HILL COUNTRY FUNDING, a Nevada  
Limited Liability Company, and  
WENDY ROGERS,

Defendants,

AND

KIESLING, PORTER, KIESLING, &  
FREE, P.C.,

Relief Defendant.

IN THE DISTRICT COURT OF

TRAVIS COUNTY, TEXAS

126<sup>th</sup> JUDICIAL DISTRICT

AFFIDAVIT OF EDUARDO S. ESPINOSA

BEFORE ME, the undersigned authority, on this day personally appeared Eduardo S. Espinosa, who is personally known to me, and after being duly sworn according to law, upon his/her oath duly deposed and said:

1. My name is Eduardo S. Espinosa. I am over the age of twenty-one (21) years, of sound mind, and fully competent to testify in this cause. I have personal knowledge of the facts stated herein, all of which are true and correct.

2. I am a shareholder in the law firm of Cox, Smith, Matthews Incorporated ("Cox Smith"). I was admitted to practice law in the State of Louisiana in 1996 and in the State of Texas in 1999. Prior to entering private practice, I was an Enforcement Attorney with the United States Securities and Exchange Commission, where I investigated violations of and enforced the

antifraud provisions of the federal securities laws. Since entering private practice in 1998, I have been counsel to multiple defendants in similar proceedings. I am familiar with the reasonable and customary fees charged by attorneys in this type of matter.

3. I am making this Affidavit in support of the Eighteenth Application for Fees by the Receiver and Receiver's Counsel (the "Application").

4. Pursuant to the Court's Order of May 5, 2010 and the Agreed Temporary Injunction Order of May 28, 2010 (the "Agreed TP"), I have employed professionals necessary "for an efficient and accurate administration of the receivership estate." To this goal, I have retained the law firms of Cox Smith, and K&L Gates, LLP ("K&L Gates") to represent me in connection with my duties and responsibilities as Receiver and have utilized a number of their respective lawyers and paralegals to assist me therewith. I have not acted as my own counsel.

5. Attached to this Affidavit as Exhibits A, B and C are copies of Cox Smith's invoice #401284, 402957 and # 404024 respectively (the "CSM Invoices"). The CSM Invoices detail the services performed, during the months of April, May & June 2013, by: (a) me, as Receiver; and (b) Cox Smith as Receiver's counsel. At the end of each CSM Invoice is a Professional Summary that lists the professional staff that billed time to this matter during the relevant time period, the number of hours billed and their respective rates.

6. Attached to this Affidavit as Exhibits D, E, F, G and H are copies of K&L Gates' invoices #2763519, #2765604, #2777264, #2779193 and #2795807, respectively (the "K&L Invoices" and collectively with the CSM Invoice, the "Invoices"). The K&L Invoices detail the services performed by K&L Gates as Receiver's counsel on: (i) the Moss matter during April and May 2013; and (ii) e-data services during April, May & June 2013. At the end of the K&L

Invoice is a Timekeeper Summary that lists the professional staff that billed time to this matter during the relevant time period, the number of hours billed and their respective rates.

7. As a general matter, the charge for the services provided by Cox Smith and by K&L Gates are determined by multiplying the total number of hours worked by each timekeeper by that timekeeper's billing rate respective. The fees charged by the Receiver and his counsel represent a discount of approximately 24% from the usual and customary fees charged by Cox Smith and K&L Gates. In this case, the billing rate of each timekeeper was discounted from the usual and customary rates charged by K&L Gates. The Receiver is charging \$320/hour, which represents a 27% discount from his usual and customary Cox Smith rate of \$440/hour. In addition, each of Cox Smith and K&L Gates has discounted their rates by 9.5%. An incidental benefit of the transition Gates to Cox Smith is that Mr. Napoli's discounted hourly rate was reduced from \$498 to \$448. In addition to the reduced rates and 9.5% discounts, each firm further discounted their bills by approximately \$22,615.99. In the aggregate the discounts and write-offs associated with this Application amount to \$64,698.20. The chart below summarizes the fees charged and the discounts applied.

<b>Invoice Summary</b>				
Services Rendered in:	Apr-13	May-13	Jun-13	Total
Fees Requested				
CSM	\$65,862.31	\$71,452.55	\$59,608.64	\$196,923.50
KLG Moss	\$7,437.09	\$99.85		\$7,536.94
KLG E-data	<u>\$1,718.69</u>	<u>\$969.27</u>	<u>\$627.18</u>	<u>\$3,315.14</u>
<b>Total</b>	<b>\$75,018.09</b>	<b>\$72,521.67</b>	<b>\$60,235.82</b>	<b>\$207,775.58</b>
Receiver Incurred	\$37,796.00	\$35,816.00	\$29,612.00	\$103,224.00
Receiver Billed	\$27,488.00	\$26,048.00	\$21,536.00	\$75,072.00
Receiver adj	(\$10,308.00)	(\$9,768.00)	(\$8,076.00)	(\$28,152.00)
All other Tkpr Incurred	\$57,878.51	\$51,352.12	\$60,019.15	\$169,249.78
All other Tkpr Billed	\$47,530.09	\$46,473.67	\$38,699.82	\$132,703.58
(9.5%) adj.	(\$4,989.35)	(\$4,878.45)	(\$4,062.41)	(\$13,930.21)
Write-offs	(\$5,359.07)	\$0.00	(\$17,256.92)	(\$22,615.99)
<b>Total Adj</b>	<b>(\$20,656.42)</b>	<b>(\$14,646.45)</b>	<b>(\$29,395.33)</b>	<b>(\$64,698.20)</b>

8. I have personal experience working with every person billing time to this matter, they are each of high quality and they have skills and expertise that are invaluable to assist me in performing my duties and responsibilities in this matter.

9. The hourly rates set forth in the Invoices are set at a level designed to compensate the firm fairly for the work of its staff and to cover fixed and routine overhead expenses. Such rates are normal and customary in this market for legal professionals with the same level of experience and expertise at comparable legal firms in Texas. Each of Cox Smith and K&L Gates undertake annual analyses of the markets in which they operates in order to determine the appropriate fees to charge for its professionals based on the fees charged by their competitors and peer firms. The goal of these analyses is to set rates for each professional at the median rate for professionals at peer firms in similar practices areas and similar experience. Accordingly, the rates charged by Cox Smith and K&L Gates in this matter are well within the norm for firms of their type in Texas.

10. The hourly rates charged are reasonable rates for this case, given: (1) the time and labor involved, the novelty and difficulty of the questions involved, and the skill required to perform the legal services properly; (2) the likelihood that the acceptance of the particular employment will preclude other employment by the respective professionals; (3) the fee customarily charged in the locality for similar services; (4) the amount involved and the results obtained; (5) the time limitations imposed by the client or the circumstances; (6) the nature and length of the professional relationship with the client; and (7) the experience, reputation, and ability of the professionals performing the services.

11. The amount billed for my services during the period covered by this application is \$75,072.00. The amount billed for my counsel's professional services during the period covered



by this application is \$132,703.58. These amounts were calculated by taking the time billed for each task performed in connection with this case multiplied by the discounted hourly rate for the professional or staff member who performed the task. Based on my experience and knowledge of this matter, the fees charged by myself and my team for work during the periods covered by Fee Application #18 are reasonable.

12. I have reviewed Cox Smith's invoices for services rendered during the periods covered by Fee Application #18. Based on my experience and knowledge of this matter, the work performed by my staff during that period was reasonable and necessary to properly allow me to fulfill my duties and responsibilities in this case.

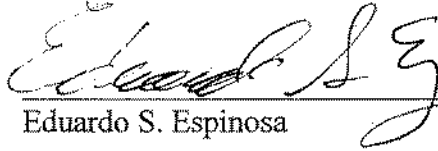
13. I have reviewed K&L Gates' invoices for services rendered during the periods covered by Fee Application #18. Based on my experience and knowledge of this matter, the work performed by K&L Gates during that period was reasonable and necessary to properly allow me to fulfill my duties and responsibilities in this case.

14. The fees requested in this application are 36% less than the average monthly fees in all preceding fee applications. I anticipate that the fees in this matter will fluctuate over the coming months, but will continue to trend downward.

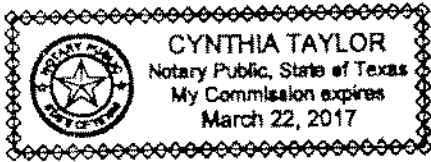
15. I engaged Lewis & Ellis to model the consolidated RV/HCF portfolio and advise the estate as to appropriate premium reserve levels and the portfolio's expected net cash at maturity. Lewis & Ellis determined that premium reserves of \$17,414,248 should suffice for 97.5% of the potential outcomes. After accounting for the Initial Distribution and the premiums paid since August 2012, the estate maintains ample cash reserves from which to pay this Application.

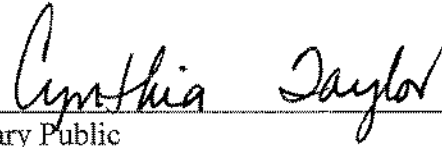
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FURTHER AFFIANT SAYETH NOT.

  
Eduardo S. Espinosa

SUBSCRIBED AND SWORN TO BEFORE ME this 13<sup>th</sup> day of August 2013.



  
Notary Public  
My Commission Expires:

**EXHIBIT "A"**

# COX | SMITH

ATTORNEYS

RETIREMENT VALUE, LLC  
Eduardo S. Espinosa, Receiver  
Cox Smith Matthews Incorporated  
1201 Elm Street, Suite 3300  
Dallas, TX 75270

May 24, 2013  
Invoice No. 401284

Legal Services Through 04/30/2013 in Connection With

**Counsel for Receiver of Retirement Value, LLC**

**Matter 034617.000001**

04/01/13	E. Espinosa	4.30	1,376.00	Multiple telephone conferences with M. Martin regarding HCF Intervenor and update L. Segal analysis (1.1); telephone conference with S. Eimore (Investor) (0.1); telephone conference with A. Williams (BKD) regarding draft 1120s and confirm same via e-mail (0.7); telephone conference with E. Lee regarding 320 Meadow Park (0.1); correspond with W. Rabe regarding Pettus (0.2); telephone conference with J. Thomas regarding damages (0.3); correspond with M. Murigi and J. Ramsey regarding April premiums and transfer April premiums and documents regarding same (0.7); attend to James, Milkie and HCF/Gray settlements (0.8); confer with D. Andreacchi regarding investor e-mails (0.1); correspond with G. Weisbart regarding HCF (0.2).
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REMIT TO: COX SMITH MATTHEWS INCORPORATED  
112 East Pecan Street | Suite 1800  
San Antonio, Tx 78205  
210.554.5500 tel | 210.226.8395 fax  
coxsmith.com

AUSTIN DALLAS EL PASO MCALLEN SAN ANTONIO

PAYMENT DUE UPON RECEIPT | FEDERAL TAX ID # 74-1676899

# COX | SMITH

May 24, 2013  
 Invoice No. 401284  
 Page 2

04/01/13	M. Napoli	9.00	4,032.00	Telephone conference with P. Richter (0.1); review and revise Milkie settlement agreement (0.2); e-mail correspondence with J. Thomas regarding Milkie/Ferguson settlement (0.1); review and revise motion to approve Gray/HCF settlement (0.2); review Burchett documents for production (0.9); prepare response to fee application objections (5.0); e-mail correspondence with J. McConnell regarding motion to compel (0.8); review and revise James settlement documents (0.8); revise motion to sever (0.2); telephone conferences with J. Thomas (0.2); e-mail correspondence with I. Antongiorgi (0.1); confer with E. Espinosa regarding Rogers house (0.1); legal research regarding severance (0.3).
04/02/13	M. Dietz	0.00	.00	(NO CHARGE) Docket call and telephone conference with M Napoli.
04/02/13	E. Espinosa	6.10	1,952.00	Telephone conference with G. Weisbart regarding HCF (0.5); various telephone conferences with M. Martin regarding HCF intervenors (1.1); telephone conference with S. Bage regarding Estate of L.M. Grospron and update records accordingly (0.4); telephone conference with J. Hipp and research and correspond regarding same (0.7); confer with J. Thomas (0.1); telephone conference with I. Antongiorgi (0.1); telephone conference with A. Williams of BKD (0.2); telephone conference with L. Edwards regarding 320 Meadow Park and correspond regarding same (0.2); telephone conference with R. Rabe regarding Pettus (0.2); attend to various settlements (0.3); analyze projected portfolio performance (2.3).

# COX | SMITH

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04/02/13	M. Napoli	7.50	3,360.00	Prepare response to fee application objections (5.5); review agreed motion to withdraw Bejcek intervention (0.1); e-mail correspondence with M. Storm (0.1); review and revise Milkie settlement documents (0.3); review and revise James settlement documents (0.5); respond to inquiry from Beilos (0.1); respond to inquiry from Cain Intervenors (0.4); confer with E. Espinosa regarding HCF Intervenors (0.2); telephone conference with R. Sanchez (0.1); e-mail correspondence regarding Rogers house (0.1); telephone conference with J. Thomas (0.1).
04/02/13	D. Andreacchi	0.10	16.74	Revise mailing list re L. Grosperon.
04/03/13	E. Espinosa	4.60	1,472.00	Telephone conference with A. Williams of BKD (0.2); multiple telephone conferences with I. Antongiorgi (0.4); telephone conference with T. Smith (investor) (0.2); correspond with J. Thomas regarding Pettus (0.1); telephone conference with J. Thomas (0.1); review revised 1120s and confer with A. Williams regarding same and transmit k-1 to W. Rogers (0.8); revisit J. Hipp and correspond regarding same (0.6); attend to James and Milkie settlements (0.5); download updated Quickbooks (NO CHARGE - 0.4); attend to McDermott settlement (0.1); attend to HCF negotiations (1.2).
04/03/13	M. Napoli	2.60	1,164.80	Review motion and order regarding James and Milkie/Ferguson settlements (0.2); telephone conference with J. Thomas (0.1); telephone conference with M. Martin (0.3); telephone conference with J. Thomas (0.1); telephone conference with J. Thomas (0.2); revise proposed Rule 11 for HCF Intervenors (0.1); correspond with M. Martin and I. Antongiorgi (0.1); work on supplemental responses to interrogatories (1.5).

# COX | SMITH

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04/04/13	E. Espinosa	1.60	512.00	Telephone conference with M. Kaye (investor) (0.3); deposit settlement proceeds (0.4); attend to accounts payable (0.5); update recovery schedules (0.2); correspond with BKD regarding accounts receivable and accounts payable (0.2).
04/04/13	M. Napoli	3.50	1,568.00	Review Wright response regarding 16th Fee Application (0.3); review and revise James Rule 11 (0.5); e-mail correspondence regarding Rentea objection to James settlement (0.2); respond to Wright response (2.5).
04/05/13	E. Espinosa	2.60	832.00	Telephone conference with M. Kaye (investor) (0.1); various telephone conferences with M. Martin (0.3); review and revise term sheet (2.2).
04/05/13	M. Napoli	4.40	1,971.20	Review HCF term sheet (0.3); e-mail correspondence with M. Martin (0.2); revise discovery to licensees (1.5); review HCF Receiver's Brief in Support of James settlement (0.1); review and revise Rule 11 for James (0.2); confer with E. Espinosa regarding term sheet (0.2); review and execute Rule 11 regarding HCF Intervenors (0.1); prepare for hearings regarding fee application and James settlement (1.8).
04/08/13	E. Espinosa	5.00	1,600.00	NO CHARGE: Travel to Austin to attend hearing (5.0).
04/08/13	E. Espinosa	2.00	640.00	Attend hearing regarding objections to 16th fee application (2.0).
04/08/13	M. Napoli	2.60	1,164.80	Travel to Austin to attend hearing (NO CHARGE - 2.0); attend hearing on 16th fee application (2.0); return travel to Dallas (NO CHARGE - 2.0); review plaintiffs response to motion for summary judgment on Moss (0.3); revise reply brief regarding motion for summary judgment on Moss (0.3).

# COX | SMITH

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04/09/13	E. Espinosa	4.10	1,312.00	Telephone conference with W. Prewitt regarding B. Myers (Roth IRA) (0.4); telephone conference with P. Maule at ASG (0.4); telephone conference with K. Stigler (George Brothers) (0.2); attend to accounts payable and confer with J. Ramsey regarding same (1.3); attend to James settlement (0.2); confer with M. Napoli regarding Gallagher settlement offer (0.1); review multiple correspondence drafts and discovery templates (0.7); review expenses (0.8).
04/09/13	M. Napoli	1.70	761.60	Review orders entered by court on April 8 (0.1); telephone conference with G. Daley (0.1); telephone conference with J. Thomas (0.2); telephone conference with J. Thomas (0.5); review and revise proposed discovery for licensees (0.3); e-mail correspondence with J. Thomas regarding objections to James settlement (0.2); revise letter to Rentea regarding settlement (0.2); review notices of hearing (0.1).
04/10/13	E. Espinosa	4.80	1,536.00	Investor call (0.5); telephone conference with J. Ramsey (BKD) (0.4); telephone conference with J. Ramsey (BKD) (0.2); review settlement letter (0.1); confer with M. Napoli and J. Thomas regarding settlements and remaining licensees (0.3); correspond with C. Tapia (Chase) (0.1); attend to Schroeder correspondence (0.1); attend to correspondence from S. Bage regarding L.M. Grospiron (0.1); finalize review of expense and correspond with J. Ramsey (BKD) regarding release of accounts payable run (0.8); reconcile settlements and prepare deposit and confer with BKD regarding same (0.9); attend to banking matters (reload operating account) (0.2); review Quickbooks for outstanding checks to print and confer with J. Ramsey (BKD) regarding Ueoka (investor) (0.6); correspond with S. Bage regarding Letter Testamentary (0.2); attend to various filings (0.3).



# COX | SMITH

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04/10/13	M. Napoli	1.30	582.40	Confer with E. Espinosa regarding Gallagher settlement offer (0.1); revise response to Gallagher offer (0.1); e-mail correspondence with J. Thomas and J. McConnell regarding discovery to licensees (0.3); review S. Schroder settlement materials (0.3); e-mail correspondence with J. Thomas and J. McConnell regarding licensee discovery (0.2); e-mail correspondence with J. Thomas and E. Espinosa regarding settlement strategy with licensees (0.3).
04/11/13	E. Espinosa	2.20	704.00	Deposit settlement funds (0.3); correspond with BKD regarding same (0.1); telephone conference with J. Thomas (0.3); confer with D. Andreacchi regarding certifications of no objections for professional fees (0.2); attend to various discovery filings (0.4); attend to administration of PO Box (0.1); attend to bankruptcy matters (0.1); review planning memo (0.2); attend to website (0.1); correspond with M. Murigi regarding HCF495 (0.2); review litigation correspondence (0.2).
04/11/13	M. Napoli	0.50	224.00	Confer with E. Espinosa regarding attempt by investor to change beneficiary on Segal policy (0.2); review correspondence from Sun Life regarding attempted change of beneficiary (0.1); telephone conference with J. Thomas (0.2).
04/12/13	E. Espinosa	4.30	1,376.00	Working session with M. Napoli, J. Thomas, E. Garnett and J. Thompson; follow-up discussion with M. Napoli (0.7); review Schroeder financials and reply to J. Thomas (0.9); review litigation correspondence (0.4); confer with J. McConnell regarding licensees to nonsuit defendants (0.7); attend to certification of no objections to professional fees (0.2); attend to discovery matters (1.2); review correspondence to Hansel (investor) and confer with D. Andreacchi regarding same (0.2).

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04/12/13	M. Napoli	2.90	1,299.20	Review order regarding Milkie settlement (0.1); e-mail correspondence with J. Thomas (0.1); e-mail correspondence with E. Espinosa regarding Segal policy (0.1); telephone conference with J. Thomas and J. McConnell (0.6); e-mail correspondence with D. Taylor and I. Antongiorgi regarding Segal policy (0.1); review and respond to Schroeder offer (0.2); e-mail correspondence with counsel regarding appeals (0.1); review discovery served on Receiver (0.2); review and revise motion to quash (0.3); review and consider Rentea notice of intent to participate (0.4); e-mail correspondence with J. Thomas regarding response (0.1); review James Settlement Services motion to quash (0.2); confer with E. Espinosa regarding certificate of no objection for professional fees (0.1); confer with J. Thomas regarding response to notice of intent to participate (0.2); review Receiver's motion to compel Schroeder (0.1).
04/12/13	D. Andreacchi	1.00	167.43	Research docket for certificates of no objection for professionals fee requests 10 and 11; prepare draft certificates for requests 10, 11 and 12 and deliver to E. Espinosa for comment; update communications log; prepare draft email response to P. Hansel and email to E. Espinosa for comment and approval.
04/15/13	E. Espinosa	2.40	768.00	Telephone conference with J. Thomas (0.1); coordinate E. Espinosa deposition (0.2); attend to S. Bage (investor) (0.1); review and revise James settlement documents (1.3); litigation correspondence (0.3); review James motion to quash, discovery responses and expert designations (0.2); attend to accounts payable matters (0.2).

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04/15/13	D. Andreacchi	0.70	117.20	Prepare Certificates of No Objection regarding request for professional fees nos. 10, 11 and 12 for electronic filing, file with the court and coordinate service of same (.60); update address log with changes and email confirmations (.10)
04/16/13	E. Espinosa	4.20	1,344.00	Review Schroeder's U4/U5 disclosures (0.8); review Levin's U4/U5 disclosures (0.3); telephone conference with J. Thomas and M. Napoli regarding licensee settlement efforts (0.5); telephone conference with J. Thomas (0.1); attend to certification of no objections (0.1); attend to fee application no. 17 and affidavit in support (1.1); attend to draft order granting severance (0.2); attend to James settlement (0.2); confer with J. McConnell regarding licensee (0.2); address accounts payable write-off and review March invoices (0.4); review Cutrer letters (0.1); coordinate settlement conferences (0.1); correspond with BKD (0.1).
04/16/13	M. Napoli	3.60	1,612.80	Telephone conference with R. Wright (0.4); telephone conference with J. Thomas (0.5); confer with E. Espinosa regarding settlement and Schroeder (0.3); e-mail correspondence with J. Thomas and J. McConnell regarding Gallagher (0.2); telephone conference with J. Thomas (0.2); telephone conference with J. Thomas (0.2); revise James settlement documents including e-mail correspondence with J. Thomas and J. Hohengarten (1.0); confer with E. Espinosa regarding payments to K&L Gates (0.1); confer with E. Espinosa regarding fee application 17 (0.2); revise fee application 17 (0.4); review K&L invoice (0.1).

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Date	Attorney	Hours	Amount	Description
04/17/13	E. Espinosa	4.80	1,536.00	Review (final) James settlement documents (0.2); meeting with C. Tapia (Chase) (1.0); telephone conference with J. Ramsey (0.1); update recovery log (0.7); address correspondence from D. Cutrer and J. Cutrer and update records and respond accordingly (0.2); correspond with J. Thomas (0.2); analyze cash flow statement and correspond with J. Thomas regarding same (1.2); attend to James settlement (0.2); confer with BKD regarding Quickbooks update (0.2); review E. Espinosa deposition (0.2); attend to accounts payable matters (0.1); review advisories to 3rd Circuit (NO CHARGE - 0.2); download Quickbooks update (NO CHARGE - 0.2); attend to renewal of US PO Box (0.1).
04/17/13	M. Napoli	4.70	2,105.60	Telephone conference with J. Thomas (0.2); confer with E. Espinosa regarding licensee settlements (0.2); revise James settlement papers (1.2); e-mail correspondence with J. Thomas regarding licensees (0.3); prepare budget (2.0); revise response to advisory to court of appeals (0.2); e-mail correspondence with counsel regarding James settlement documents (0.4); e-mail correspondence with J. Thomas regarding RV financials (0.2).
04/17/13	D. Andreacchi	0.10	16.74	Update mailing list re change of ownership for J. & D. Cutrer.
04/18/13	E. Espinosa	1.00	320.00	Telephone conference with M. Kaye (0.1); confer with D. Andreacchi regarding Mr. Ruthowski (0.3); attend to James settlement (0.2); attend to HCF Intervenor (0.2); correspond with M. Murigi regarding HCF495 (0.2).
04/18/13	M. Napoli	4.50	2,016.00	Work on budget (3.0); telephone conference with J. McConnell (0.1); telephone conference with J. Thomas (0.5); e-mail correspondence with counsel regarding James settlement documents (0.8); confer with E. Espinosa regarding HCF Intervenor settlement (0.1).

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04/18/13	D. Andreacchi	0.60	100.46	Work on returning investors phone calls and update communications log re same.
04/19/13	E. Espinosa	3.20	1,024.00	Telephone conference with M. Martin regarding HCF Intervenor (0.2); telephone conference with K. Bovet regarding J. Beeson (investor) (0.5); telephone conference with IRA Service regarding J. Beeson (0.2); research Beeson's file and correspond regarding same (0.5); confer with M. Murigi regarding HCF495 (0.2); correspond with A. O. Williams (BKD) regarding notice of S-Corp termination (0.3); confer with M. Murigi regarding WPL982 (0.3); correspond with I. Antongiorgi regarding HCF Intervenor (0.1); review default judgment and confer with J. Thomas regarding same (0.3); correspond with R. Sanchez regarding Ringtail (0.2); confer with M. Napoli and J. Thomas regarding (i) James settlement and (ii) relationship between S. Baker and RV (0.4).
04/19/13	M. Napoli	2.80	1,254.40	E-mail correspondence with M. Murigi regarding Sun Life (0.1); telephone conference with J. Thomas (0.2); telephone conference with J. Thomas (0.3); telephone conference with J. Thomas (0.1); attention to privilege issues regarding Scott Baker (0.8); review Gray assertion of privilege regarding Baker materials (0.2); review order on default (0.1); develop options to close negotiations between state and James regarding permanent injunction (1.0).
04/22/13	E. Espinosa	6.20	1,984.00	Correspond with M. Murigi (ASG) (0.1); correspond with J. Wheeler at IRA Services regarding T. Beeson (0.2); attend to James settlement documents (0.3); correspond with J. McConnell regarding default judgment (0.2); reconcile Quickbook LT liabilities accounts vs. schedule of claims (4.2); draft receiver's report (1.2).

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04/22/13	M. Napoli	2.40	1,075.20	E-mail correspondence with J. McConnell (0.1); e-mail correspondence with I. Antorigiorgi regarding James settlement (0.1); revise and negotiate JSS settlement documents (0.6); review correspondence with Court of Appeals regarding oral argument (0.1); work on budget (1.5).
04/22/13	D. Andreacchi	0.10	16.74	Update custodian records for J. Beeson.
04/23/13	E. Espinosa	4.70	1,504.00	Confer with M. Napoli regarding website and telephone conference with G. Quinones regarding same (0.2); telephone conference with T. Dunn regarding funds management (0.2); telephone conference with P. Maule and M. Murigi at ASG regarding premiums (optimization v. billed) (0.4); telephone conference with J. Hipp (HCF Investor) regarding IRA valuation and HCFRV495 and transmit copy of 12/11 report (0.4); draft receiver's report (1.2); correspond with K. Bove regarding T. Beeson and update log regarding same (0.3); review ADMC materials from T. Dunn (0.2); finalize LT debt vs. schedule of claims reconciliation (0.7); correspond with A. Williams regarding reconciling items (0.4); correspond with M. Murigi regarding updating secondary addresses with carriers (0.2); review motions, Rogers' answer and notice of non-suit (0.4); telephone conference with R. Ward (0.1).
04/23/13	M. Napoli	7.60	3,404.80	Research regarding motion to dismiss licensee appeal of motion for summary judgment order (4.0); telephone conference with E. Mitchell regarding motion to dismiss (0.1); review Wells Fargo Rule 91a motion (0.2); memo to J. Thomas regarding Rule 91c (0.2); prepare budget (1.2); e-mail correspondence with G. Quinones regarding website (0.1); revise amended disclosures (1.2); update website (0.6).
04/23/13	E. Mitchell	0.20	83.00	Respond to inquiry from Michael Napoli regarding appellate standing.

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04/24/13	E. Espinosa	2.10	672.00	Correspond with A. Williams (BKD) regarding LT liabilities reconciliation and telephone conference with A. Williams regarding same (0.8); correspond with I. Antongiorgi regarding HCF Intervenor and correspond with M. Murigi, et al. regarding Rule 11 agreement (0.3); correspond with M. Murigi regarding HCF495 and review correspondence from Sun Life (0.1); review proposed budget (0.3); correspond with R. Rutkowski regarding assignment of deceased wife's claims (0.4); correspond with S. Bage (0.1); review and correspond with K&L and CSM (0.1).
04/24/13	M. Napoli	6.20	2,777.60	E-mail correspondence with I. Antongiorgi regarding HCF Intervenor (0.1); e-mail correspondence with J. McConnell (0.1); revise amended response to requests for production (0.8); review documents regarding HCF policy (0.2); e-mail correspondence with J. Thompson regarding policy documents for JSS (0.1); e-mail correspondence with M. Martin regarding HCF Intervenor (0.2); review motions to compel by HCF Intervenor and Rentea (0.2); work on motion to dismiss appeal (2.0); work on May budget (2.5).
04/25/13	E. Espinosa	0.00	.00	(NO CHARGE): Round trip travel to Austin to attend hearing.
04/25/13	E. Espinosa	2.80	896.00	Attend James settlement hearing (2.5); finalize correspondence with F. Rutkowski (0.1); correspond with P. Maule (0.1); correspond with M. Martin (0.1).
04/25/13	M. Napoli	0.00	.00	(NO CHARGE) Travel to Austin to attend hearing (2.0); return travel to Dallas (2.0).
04/25/13	M. Napoli	3.10	1,388.80	Attend hearing on JSS settlement (2.0); e-mail correspondence with M. Martin (0.1); prepare motion to dismiss appeal (1.0).

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04/26/13	E. Espinosa	5.50	1,760.00	Telephone conference with T. Dunn and B. Burdette regarding funds management (0.5); telephone conference with M. Kaye (1.1); telephone conference with M. McConnell (0.4); review various filings submitted on April 26 (0.3); confer with A. Williams regarding March financials (0.2); review schedule of claims and set off amounts (0.8); working session with J. McConnell (2.1); finalize budget (0.1).
04/26/13	M. Napoli	4.50	2,016.00	Telephone conference with J. George (0.1); e-mail correspondence with J. McConnell and J. George (0.2); e-mail correspondence with J. Thomas (0.1); work on motion to dismiss appeal (4.0); work on May budget (0.1).
04/29/13	E. Espinosa	4.00	1,280.00	Telephone conference with M. Murigi regarding (LV033) (0.3); conference regarding H. Miller (0.1); reconcile initial collection on James settlement, update recovery log and correspond with GBKH regarding same (2.8); correspond with J. Ramsey regarding T. Beeson (0.2); telephone conference with M. Napoli and J. Thomas (0.4); telephone conference with C. Tapia regarding funds management (0.2).
04/29/13	M. Napoli	5.20	2,329.60	Review death notice (0.1); revise motion for partial summary judgment of licensees (1.0); review policy information for AXA597 and PLI930 (0.4); revise E. Espinosa affidavit (1.0); prepare memo regarding maturity (0.2); telephone conference with J. Thomas and E. Espinosa (0.2); telephone conference with J. Thomas (0.1); e-mail correspondence with J. Thomas and J. McConnell regarding motion for summary judgment (0.1); review memo from J. McConnell (0.1); prepare motion to dismiss appeal (2.0).



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04/30/13	E. Espinosa	3.40	1,088.00	Analyze outstanding accounts receivable on approved settlements (1.4); correspond with BKD regarding accounting (0.4); correspond with J. McConnell regarding affidavit (0.2); review draft of same (0.3); update estate recovery schedule (0.4); transfer May premiums (0.3); correspond with ASG/BKD regarding same (0.2); confer with M. Napoli (0.2).
04/30/13	M. Napoli	3.90	1,747.20	Review and revise motion for summary judgment of licensees (1.0); e-mail correspondence with J. Thomas and J. McConnell (0.2); e-mail correspondence with J. Thomas regarding settlement conferences (0.1); e-mail correspondence with J. George regarding damages (0.4); analyze age of and payments to investors (2.0); telephone conference with J. George (0.2).

Total Hours 173.20  
 Total Fees \$ 65,862.31

### Professional Summary

Professional	Title	Hours Worked	Hourly Rate	Total Fees
E. Espinosa	Shareholder	85.90	320.00	27,488.00
M. Napoli	Shareholder	84.50	448.00	37,856.00
E. Mitchell	Of Counsel	.20	415.00	83.00
D. Andreacchi	Paralegal	2.60	167.43	435.31
Total All Professionals		173.20	\$ 380.27	\$ 65,862.31

**Total This Invoice \$ 65,862.31**

**EXHIBIT "B"**

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ATTORNEYS

RETIREMENT VALUE, LLC  
Eduardo S. Espinosa, Receiver  
Cox Smith Matthews Incorporated  
1201 Elm Street, Suite 3300  
Dallas, TX 75270

June 28, 2013  
Invoice No. 402957

Legal Services Through 05/31/2013 in Connection With

Counsel for Receiver of Retirement Value, LLC

Matter 034617.000001

05/01/13	E. Espinosa	6.70	2,144.00	Telephone conference with J. McConnell (0.1); confer with A. Williams and J. Ramsey (BKD) regarding workaround on Quickbooks limitations (0.4); telephone conference with E. Garnett (GBKH) (0.2); review affidavit and underlying data (0.8); correspond with K. Henderson (ASG) (0.1); correspond with J. George (0.4); attend to accounting issues and reconciliations (1.2); advise J. Ramsey (BKD) regarding fund transfers and cost allocations (0.2); review reserve analysis (1.5); review portfolio: LE sensitivity analysis (1.4); confer with counsel regarding analysis (0.4).
05/01/13	M. Napoli	6.20	2,777.60	Telephone conference with J. McConnell (0.1); revise motion for summary judgment against licensees (1.5); follow-up on Miller maturity (0.1); prepare motion to dismiss appeal (4.2); e-mail correspondence with J. McConnell regarding reserve shortfall issues (0.3).
05/02/13	E. Espinosa	4.10	1,312.00	Update recovery logs (0.3); telephone conference with A. Williams (BKD) (0.4); update website, FAQs and correspond with G. Quinones regarding same (2.1); attend to investor profile updates (0.3); confer with J. McConnell and J. Thomas regarding licensee settlement (0.7); review production materials regarding licensees (0.3).

REMIT TO: COX SMITH MATTHEWS INCORPORATED  
112 East Pecan Street | Suite 1600  
San Antonio, Tx 78205  
210.554.5500 tel | 210.226.8395 fax  
coxsmith.com

AUSTIN DALLAS EL PASO MCALLEN SAN ANTONIO

PAYMENT DUE UPON RECEIPT | FEDERAL TAX ID # 74-1676899

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05/02/13	M. Napoli	3.90	1,747.20	Prepare motion to dismiss appeal (1.5); e-mail correspondence with J. Thomas and E. Espinosa regarding Schroeder (0.3); telephone conference with J. Thomas (0.2); review licensee financials for settlement conferences (0.2); e-mail correspondence with J. Thomas regarding licensee settlements (0.1); prepare response to motion on Baker privileges (1.0); revise website updates (0.2); e-mail correspondence with R. Sanchez (0.1); e-mail correspondence with B. DeLeon regarding McDermott payment (0.1); e-mail correspondence with J. George and J. Thomas regarding damages (0.2).
05/02/13	D. Andreacchi	0.10	16.74	Update investor record for Mr. Rutkowski.
05/06/13	E. Espinosa	7.00	2,240.00	Meet with M. Napoli and J. Thomas (0.5); negotiation sessions with B. Rentea, M. Lopez, W. Davidson and M. Woods (5.5); confer with BKD regarding booking settlement with payment terms (0.2); correspond with J. McConnell regarding portfolio value (0.3); correspond with J. Thomas regarding claim values (0.2); review myriad of discovery filings and scheduling e-mails (0.3).
05/06/13	M. Napoli	6.30	2,822.40	Prepare for settlement conferences (0.8); attend settlement conferences for Rentea clients (4.8); e-mail correspondence with J. McConnell, J. Thomas and E. Espinosa (0.2); confer with E. Espinosa and J. Thomas regarding negotiations (0.5).
05/07/13	E. Espinosa	2.40	768.00	Correspond and confer with J. Ramsey of BKD regarding booking James settlement cash, accounts receivable and accounts payable (0.4); attend to website updates (0.3); deposit McDermott remittance (0.3); attend to accounts payable matters (1.1); correspond with D. Andreacchi regarding investor inquiries (0.3).

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05/07/13	M. Napoli	1.70	761.60	Telephone conference with J. Thomas (0.3); e-mail correspondence with J. McConnell (0.1); review proposed orders (0.1); prepare for Burchett preparation (1.0); confer with E. Espinosa regarding hearing and damages (0.2).
05/07/13	D. Andreacchi	0.30	50.23	Telephone calls with investors, update communications log and email E. Espinosa re questions.
05/08/13	E. Espinosa	1.60	512.00	Working session with G. Quinones regarding website updates (0.6); finalize 17th fee application (0.2); update estate recovery ledger (0.2); confer with J. Thomas regarding schedule (0.2); correspond with J. Ramsey regarding accounts and check run (0.2); review orders signed on May 7 (0.2).
05/09/13	E. Espinosa	1.40	448.00	Update check issue log to address approval of K. Chandler's HCF claim and correspond with BKD regarding cutting check for his withheld amount (0.4); attend to claim process and correspond with M. Moses and K. Henderson regarding same (0.6); review D. Gray/TBF settlement and correspond with M. Napoli regarding same (0.3); correspond with G. Quinones regarding website update (0.1).
05/09/13	M. Napoli	2.40	1,075.20	Review orders entered by court (0.2); revise 17th fee application (0.3); telephone conference with Mia Storm (0.1); review claims forms for AXA597 and PLI930 (0.1); prepare website updates regarding maturity (0.2); telephone conference with J. McConnell (0.8); e-mail correspondence with E. Espinosa regarding check for Chandler (0.1); e-mail correspondence with R. Gray (0.1); confer with E. Espinosa on Gray subrogation claim (0.1); e-mail correspondence with F. Cousland regarding Moss case (0.2); review severance order (0.1); confer with E. Espinosa on insurance forms (0.1).

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05/09/13	D. Andreacchi	0.10	16.74	Update case calendar re deadline to object to 17th fee application.
05/10/13	E. Espinosa	2.70	864.00	Conference with M. Napoli (1.0); telephone conference with T. Burchett, J. McConnell and M. Napoli (1.1); correspond with T. Szymanski regarding Chase and C. Tapia (0.2); review 3rd Circuit's Memorandum of Opinion regarding 0258 (0.1); correspond with K. Bove regarding Beeson's check (0.1); attend to accounts payable (0.2).
05/10/13	M. Napoli	3.40	1,523.20	Confer with E. Espinosa regarding solvency analysis and valuation of debt (1.0); telephone conference with J. McConnell, E. Espinosa and T. Burchett (1.1); e-mail correspondence with E. Espinosa regarding solvency (0.2); review memo and order from Court of Appeals in 3-12-0028cv (0.3); e-mail correspondence with J. McConnell (0.2); review proposed orders (0.1); e-mail correspondence with J. McConnell regarding Baker privilege (0.1); e-mail correspondence with J. Thomas (0.1); e-mail correspondence regarding BKD work papers (0.1); work on website update (0.2).
05/13/13	E. Espinosa	2.50	800.00	Telephone conference with J. McConnell (0.4); telephone conference with J. Thomas (0.2); conference with M. Napoli regarding receiver's report and mortality disclosures (0.3); review e-mails from W. Wandrey, J. Bommarito, C. Bello, E. Viemann and T. Tauchert (0.7); correspond with J. George (0.3); update settlement log (0.3); confer with J. Thomas regarding Coleman, Feeken offers (0.2); attend to accounts payable matters (0.1).

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05/13/13	M. Napoli	5.30	2,374.40	E-mail correspondence with J. Thomas regarding licensee settlements (0.2); e-mail correspondence with J. McConnell regarding supplemental interrogatory responses (0.1); analysis of maturities for report (1.3); prepare report (2.5); e-mail correspondence with J. McConnell regarding damages (0.2); e-mail with J. George regarding damages (0.2); correspond with G. Daley regarding sale of claim (0.2); review and revise supplemental response to licensee interrogatories (0.3); confer with E. Espinosa regarding sales incentive programs (0.2); e-mail correspondence with J. McConnell regarding sales incentive programs (0.1).
05/13/13	D. Andreacchi	0.60	100.46	Respond to phone calls, prepare draft responses to emails and update communications log re same.
05/14/13	E. Espinosa	5.90	1,888.00	Telephone conference with A. Williams of BKD (0.7); telephone conference with M. Martin (HCF Intervenor) (0.3); confer with T. Burchett, M. Napoli and J. McConnell (1.1); review RV balance sheet (1.3); confer with J. McConnell (0.7); confer with J. McConnell and A. Williams (0.4); review RV's records regarding incentive programs (0.5); confer with M. Napoli regarding investor inquiries (0.2); review various notice and motion filings (0.7).

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05/14/13	M. Napoli	6.30	2,822.40	Respond to investor inquiries (1.0); telephone conference with E. Espinosa, T. Burchett and J. McConnell (0.9); confer with E. Espinosa regarding May report (0.3); review licensees' motion for protection (0.2); review and revise amended disclosure response (0.2); research regarding DVD sales (1.5); research regarding sales incentives (1.3); e-mail correspondence with J. Thomas regarding sales incentives (0.2); telephone conference with J. Thomas (0.4); correspond with Levine firm regarding sale of claim (0.1); review and revise supplemental interrogatories response (0.2).
05/14/13	D. Andreacchi	0.30	50.23	Respond to phone calls and update communications log re same.
05/15/13	E. Espinosa	3.20	1,024.00	Correspond with J. McConnell regarding file transfer (0.2); attend to settlement discussions (0.2); review expert designations (0.4); review objection and response to requests for disclosures (0.4); confer with M. Napoli (0.3); review supplemental responses (0.3); review motion to strike experts (0.6); review mortality report (0.2); confer with M. Napoli and J. McConnell (0.2); review supplemental response to discovery (0.4).



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05/15/13	M. Napoli	5.70	2,553.60	Review documents from J. Thomas (0.1); review Burchett report (0.2); research regarding sales of DVDs (0.3); review licensee motions to exclude experts (0.3); confer with E. Espinosa regarding same (0.2); e-mail correspondence with J. Thomas and J. McConnell (0.1); work on report (1.0); review Wells Fargo motion to exclude Burchett (0.5); prepare memo to J. Thomas regarding motion to exclude, including associated legal research (2.2); e-mail correspondence regarding licensee settlement negotiations (0.1); revise responses to licensee requests for production (0.3); e-mail correspondence with J. McConnell regarding responsive documents (0.4).
05/16/13	E. Espinosa	5.00	1,600.00	Upload certain files to GBKH (0.6); telephone conference with J. Levine (M. Kaye) (0.7); upload data files to GBKH (0.6); correspond with T. Szymanski (Chase) (0.1); correspond with J. McConnell regarding schedule of claims (0.3); review motion to exclude (0.7); draft response to Wandrey (0.9); draft response to Bommarito (0.5); draft response to Bello (0.2); update portfolio policy roster (0.4).
05/16/13	M. Napoli	0.80	358.40	Prepare LE chart for website (0.4); e-mail correspondence with J. McConnell regarding motions to exclude (0.3); review correspondence from court (0.1).
05/17/13	E. Espinosa	2.30	736.00	Confer with D. Andreacchi regarding response to investors (0.3); confer with M. Napoli (0.2); review various notice and motion filings (0.4); review James motion to compel (0.3); correspond with BKD regarding Gray settlement (0.3); correspond with BKD regarding J. Ramsey and Quickbooks (0.2); correspond with BKD regarding Gray's subrogation to TBF's Class III claim (0.3); reply to E. Vielman (in Spanish) (0.3); telephone conference with I. Antongiorgi (0.2).

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05/17/13	M. Napoli	4.80	2,150.40	Prepare motion to dismiss appeal (1.0); prepare status report on appeals for report (0.8); e-mail correspondence with J. George regarding plan of distribution (0.2); review nonsuits filed by HCF Intervenor (0.1); e-mail correspondence with I. Antongiorgi regarding HCF Intervenor (0.1); research regarding documentation of PL1930 and AXA597 policies (2.0); confer with E. Espinosa regarding potential distribution's report and claims litigation (0.4); prepare memo to E. Espinosa regarding updating policy information from James and other discovery (0.2).
05/17/13	D. Andreacchi	1.00	167.43	Review email responses, discuss with E. Espinosa and deliver to investors.
05/20/13	E. Espinosa	1.50	480.00	Correspond with J. Thomas regarding mediation (0.1); correspond with A. Williams of BKD (0.2); website update (0.2); telephone conference with J. Thomas and M. Napoli (0.4); telephone conference with M. Kaye (0.3); confer with J. George, J. Thomas and M. Napoli (0.3).
05/20/13	M. Napoli	3.30	1,478.40	Telephone conference with J. Thomas and E. Espinosa (0.4); e-mail correspondence with J. Thomas regarding licensee mediation (0.1); e-mail correspondence with J. Thomas and J. Hohengarten regarding appeals (0.1); prepare budget (2.0); telephone conference with J. Thomas (0.4); e-mail correspondence with J. Thomas (0.3).
05/20/13	D. Andreacchi	0.20	33.49	Telephone call with investor D. Allen re future distributions.
05/21/13	E. Espinosa	5.30	1,696.00	Various telephone conferences and e-mails with J. Thomas (0.6); analyze the portfolio's expected cash flow (3.0); working session with M. Napoli (1.5); correspond with K. Henderson of ASG (0.2).

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05/21/13	M. Napoli	5.70	2,553.60	E-mail correspondence with J. Thomas (0.1); working session with E. Espinosa regarding analysis (1.5); telephone conference with J. Thomas (0.5); prepare analysis of expected mortalities (1.5); prepare report (1.0); analysis of Levin financials (0.5); numerous e-mails with J. Thomas regarding licensee settlements and mediation (0.5); e-mail correspondence with B. Rentea (0.1).
05/22/13	E. Espinosa	2.80	896.00	Review policy premium analysis (0.3); analyze the portfolio's expected cash flow (0.3); confer with J. Thomas regarding Knox settlement (0.1); confer with J. Thomas regarding mediation (0.3); confer with M. Napoli regarding cash flow analysis (1.0); review correspondence regarding various settlement agreements (0.8).
05/22/13	M. Napoli	5.00	2,240.00	Telephone conference with T. Burchett (0.1); conference with E. Espinosa regarding cash flow analysis (1.0); e-mail correspondence with J. Thomas regarding mediation (0.1); review correspondence from court (0.1); review various settlement agreements (0.4); telephone conference with J. Thomas (0.9); telephone conference with J. Thomas (0.1); numerous e-mails with J. Thomas regarding licensee settlement and mediation (1.0); e-mail correspondence with P. Maule regarding insurance claims (0.2); revise supplemental omnibus disclosure response (0.3); prepare report (0.5).
05/23/13	E. Espinosa	2.80	896.00	Telephone conference with P. Maxfield (investor) (0.5); confer with J. Thomas (0.4); discussions and review of settlements (0.7); review investor correspondence (0.2); review budget forecast (0.2); review correspondence from D. Gray (0.1); attend to scheduling matters (0.1); attend to discovery production and review (0.5); correspond with G. Cantwell (0.1).

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05/23/13	M. Napoli	7.30	3,270.40	Telephone conference with J. Thomas (0.2); prepare order regarding 17th fee application (0.1); review Knox settlement agreement (0.2); telephone conference with J. Thomas (0.2); telephone conference with J. Thomas (0.1); prepare June 2013 budget (0.2); numerous e-mail communications with J. Thomas regarding licensee settlement and mediation (0.8); prepare report (5.0); review correspondence from AXA insurance (0.1); research licensee e-mails regarding conspiracy claim (0.4).
05/24/13	M. Dietz	0.80	314.94	Present order to judge.
05/24/13	E. Espinosa	5.30	1,696.00	Review policy premium analysis (0.1); analyze the portfolio's expected cash flow (4.4); meeting with T. Szymanski (Chase) (0.2); attend to banking matters (deposit insurance and settlement proceeds) (0.3); attend to settlement agreements (0.3).
05/24/13	E. Espinosa	1.00	320.00	Meeting with T. Szymanski (Chase) (1.0).
05/24/13	M. Napoli	7.00	3,136.00	E-mail correspondence with J. Thomas regarding mediation and licensee settlements (0.2); prepare report (5.5); confer with E. Espinosa regarding cash flow analysis (0.1); e-mail correspondence with J. Thomas regarding default judgments (0.1); telephone conference with J. Thomas (0.4); e-mail correspondence regarding discovery (0.1); review orders from court (0.1); numerous e-mails with J. Thomas regarding licensee mediation (0.5).

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05/28/13	E. Espinosa	5.80	1,856.00	Telephone conference with M. Kaye (0.3); telephone conference with J. George, J. Thomas and M. Napoli (0.9); telephone conference with D. Horowitz (0.7); analysis of potential future cash flows and alternative payout scenarios (1.5); confer with J. Thomas and M. Napoli (0.4); confer with M. Napoli (0.3); telephone conference with M. Kaye (0.2); correspond with G. Cantwell (0.2); revisit future cash flows (0.8); web update (0.2); attend to administration of accounting matter (0.3).
05/28/13	M. Napoli	7.50	3,360.00	Review e-mails regarding mediation (0.2); telephone conference with J. Thomas (0.1); revise letter to B. Rentea regarding mediation (0.5); prepare report (4.0); review mediation materials from J. Thomas (1.0); telephone conference with J. Thomas, J. George and E. Espinosa (0.9); review Wright motion to strike (0.2); revise response to B. Rentea motion on settlement credit (0.3); e-mail correspondence with J. Thomas regarding frivolous licensee motions (0.2); e-mail correspondence with TSSB (0.1).
05/29/13	E. Espinosa	7.60	2,432.00	Telephone conference with J. Mortensen (0.4); correspond with G. Garoutte (investor) (0.1); analysis of potential future cash flows and alternative payout scenarios (3.2); confer A. Williams of BKD (0.4); confer with M. Napoli regarding Class 3 claims (0.2); confer with J. Thomas and M. Napoli regarding mediation with Rentea's clients (0.3); analyze Rentea group settlement offer and draft response (0.4); correspond with T. Szymanski (Chase) (0.1); review draft sections of report (0.3); correspond with G. Garoutte (0.2); correspond with I. Antongiorgi (0.1); correspond with ASG (0.2); confer with J. Thomas and conduct analysis scenarios discussed (1.7).

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05/29/13	M. Napoli	6.80	3,046.40	E-mail correspondence with TSSB (0.2); work on report (3.5); telephone conference with J. Thomas (0.3); review and revise response to settlement credit motion (0.3); review motion regarding mediation (0.2); numerous e-mail correspondence regarding mediation (1.2); analyze Rentea settlement offer (0.3); review Rentea motion regarding disclosures (0.1); e-mail correspondence with E. Espinosa regarding Class 3 claims (0.1); confer with E. Espinosa regarding Rentea offer and response (0.3); e-mail correspondence with I. Antongiorgi (0.1); review status of PLI claim (0.2).
05/30/13	E. Espinosa	3.00	960.00	Telephone conference with M. Martin (HCF Intervenors) (0.4); attend to accounts payable matters (0.4); transfer funds for June premiums (0.2); correspond with BKD regarding same (0.1); update premium logs (0.2); review and update proof of claim schedule (0.2); confer with BKD regarding check run (0.4); correspond with G. Quinones regarding website (0.2); correspond with D. Richardson (0.3); review May 30 court orders (0.2); correspond with G. Daley and J. Levine (0.4).
05/30/13	M. Napoli	4.20	1,881.60	E-mail correspondence with J. Thomas regarding hearing (0.1); review orders entered by court (0.1); work on report (4.0).
05/31/13	E. Espinosa	1.50	480.00	Telephone conference with T. Burchett (0.2); attend to accounts payable checks. (0.2); update issue log (0.2); correspond with N. Murigi (0.1); correspond with I. Antongiorgi (0.1); correspondence with G. Daley and J. Levine (0.1); working session with M. Napoli regarding week of June 3 (0.3); download updated Quickbooks (0.2).

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05/31/13	M. Napoli	6.00	2,688.00	Work on report (5.8); e-mail correspondence with B. DeLeon regarding McDermott payment (0.1); e-mail correspondence with I. Antongiorgi (0.1).
05/31/13	D. Andreacchi	0.20	33.49	Review emails and update communications log.

Total Hours 184.60

Total Fees \$ 71,452.55

### Professional Summary

Professional	Title	Hours Worked	Hourly Rate	Total Fees
M. Dietz	Shareholder	.80	393.68	314.94
E. Espinosa	Shareholder	81.40	320.00	26,048.00
M. Napoli	Shareholder	99.60	448.00	44,620.80
D. Andreacchi	Paralegal	2.80	167.43	468.81
Total All Professionals		184.60	\$ 387.07	\$ 71,452.55

**Total This Invoice \$ 71,452.55**

**EXHIBIT "C"**



# COX | SMITH

ATTORNEYS

RETIREMENT VALUE, LLC  
 Eduardo S. Espinosa, Receiver  
 Cox Smith Matthews Incorporated  
 1201 Elm Street, Suite 3300  
 Dallas, TX 75270

July 17, 2013  
 Invoice No. 404024

Legal Services Through 06/30/2013 in Connection With

**Counsel for Receiver of Retirement Value, LLC**

**Matter 034617.000001**

06/03/13	M. Napoli	2.00	896.00	Prepare for mediation.
06/04/13	M. Napoli	0.00	.00	(NO CHARGE) Travel to Austin to attend mediation (2.0); return travel to Dallas (2.0).
06/04/13	M. Napoli	8.50	3,808.00	Attend mediation with Rentea licensees (8.5).
06/05/13	M. Napoli	5.30	2,374.40	E-mail correspondence with P. Keel and J. Thomas (0.1); telephone conference with J. Thomas (0.2); telephone conference with J. Levine (0.1); e-mail correspondence regarding mediation (0.1); e-mail correspondence regarding licensee settlement offers (0.3); telephone conference with R. Nelson regarding tax issues (0.1); research bank statements (0.5); prepare for Wells Fargo mediation (4.0).
06/05/13	D. Andreacchi	2.70	452.06	Work in Ringtail to retrieve documents per M. Napoli request.
06/06/13	M. Napoli	0.00	.00	(NO CHARGE) Travel to Austin (2.0); return travel to Dallas (2.0).
06/06/13	M. Napoli	9.50	4,256.00	Attend Wells Fargo mediation (9.5).
06/06/13	D. Andreacchi	2.10	351.60	Work in Ringtail to obtain copies of documents requested by M. Napoli.
06/07/13	M. Napoli	1.20	537.60	E-mail correspondence with S. McConnell regarding expert motions (0.2); revise response to expert motions (0.7); e-mail correspondence with J. Thomas regarding bank accounts (0.3)

REMIT TO: COX SMITH MATTHEWS INCORPORATED  
 112 East Pecan Street | Suite 1800  
 San Antonio, Tx 78205  
 210.554.5500 tel | 210.226.8395 fax  
 coxsmith.com

AUSTIN      DALLAS      EL PASO      MCALLEN      SAN ANTONIO

PAYMENT DUE UPON RECEIPT | FEDERAL TAX ID # 74-1676999

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06/07/13	D. Andreacchi	2.00	334.86	Work in Ringtail to obtain copies of documents requested by M. Napoli.
06/10/13	E. Espinosa	4.90	1,568.00	Confer with J. McConnell (1.1); review HCF and RV bank account history (0.6); attend to banking matters (0.4); analyze KPKF records regarding OML446 (1.5); review correspondence from J. Donnatuonni and respond to J. McConnell (0.3); review Receiver's Response to Special Exceptions and Motions to Strike (0.8); correspond with J. George regarding HCF (0.2).
06/11/13	E. Espinosa	2.80	896.00	Telephone conference with Larry Friedline and conference with D. Andreacchi regarding same (1.2); telephone conference with J. Orr (0.2); deposit PLI and McDermott remittances (0.3); review portfolio profile on website and confer with G. Quinones regarding same (0.7); correspond with J. Thomas and J. Thompson regarding life expectancies (0.3); correspond with M. Martin (0.1).
06/11/13	D. Andreacchi	2.60	435.32	Update communications log; telephone calls with investors and email E. Espinosa re same; review emails, research answers and respond.
06/12/13	E. Espinosa	4.10	1,312.00	Telephone conference with J. McConnell (0.2); telephone conference with M. Kaye (0.7); correspond with J. McConnell (0.8); correspond with A. Williams of BKD (0.4); review RV files and confer with C. Taylor regarding same (1.4); attend to First Capital default judgment (0.6); analyze default judgments (NO CHARGE - 1.2).
06/13/13	E. Espinosa	6.20	1,984.00	Correspond with M. Murigi regarding JSSRV003 (0.3); correspond with J. Levine regarding Copper Bottom (0.3); confer with A. Williams and D. Andreacchi regarding same (0.2); update claims schedule and review same (1.2); update recovery schedule and reconcile same (1.8); correspond with J. McConnell, J. Thomas and E. Garnett (0.9); draft Receiver's May 31, 2013 report (1.5).

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06/13/13	D. Andreacchi	0.10	16.74	Telephone call with L. Friedline re address change; revised communications log and mailing list re same.
06/14/13	E. Espinosa	7.30	2,336.00	Telephone conference with D. Bryan (0.2); correspond with A. Williams and D. Andreacchi regarding same (0.2); update claims schedule (0.8); correspond with J. George (0.2); correspond with R. Rabe and J. Thomas regarding 304 Mays, Pettus (0.4); Review Greer Herz letter and consider scope (0.4); correspond with LTC regarding R. Wood (0.2); review K&L correspondence (0.1); review Quickbook files and various reconciliations (2.4); correspond with A. Williams regarding various accounting matters (0.6); draft Receiver's May 31, 2013 report (1.8).
06/14/13	D. Andreacchi	0.10	16.74	Revise mailing list and communications log re change of address request for D. Bryan.
06/17/13	E. Espinosa	5.20	1,664.00	Confer with M. Napoli regarding settlement (0.2); telephone conference with A. Menendez (0.1); telephone conference with M. Martin (0.1); review First Capital letter (0.2); correspond with LTC, A. Williams (BKD) and D. Andreacchi regarding R. Wood (investor) (0.2); correspond with G. Quinones regarding portfolio profile page (0.1); review draft settlements and confer with J. McConnell regarding same (0.5); confer with J. Thomas and J. George regarding offers (0.4); confer with M. Napoli regarding settlements (0.2); confer with J. Mortensen regarding Levine (0.1); correspondence regarding 304 May, Pettus (0.3); draft Receiver's report (2.8).

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06/17/13	M. Napoli	1.80	806.40	Telephone conference with B. DeLeon (0.1); prepare letter to L. Valastro (0.4); review and revise letter regarding First Capital (0.2); e-mail with J. Thomas regarding Rentea negotiations (0.2); e-mail correspondence with B. DeLeon (0.1); confer with E. Espinosa regarding settlements (0.2); review and revise Chadwick, Young & Castellano settlement documents (0.3); e-mail correspondence with J. George (0.1); e-mail correspondence regarding Niche (0.2).
06/17/13	D. Andreacchi	0.80	133.94	Receipt of investor phone messages, respond to investor email and update communications log and mailing list re same.
06/18/13	E. Espinosa	3.20	1,024.00	Multiple telephone conferences and e-mails with J. Thomas (0.8); correspond with A. Williams (BKD) (0.3); review HCF intervenor's non-suit and confer with I. Antongiorgi regarding same (0.3); continue draft of Receiver's May 31, 2013 report (1.8).
06/18/13	M. Napoli	1.00	448.00	E-mail correspondence regarding Wright licensee settlement offers (0.1); review orders entered by court (0.1); lengthy e-mail exchange with J. Thomas regarding Wright licensees (0.8).
06/19/13	E. Espinosa	3.70	1,184.00	Telephone conference with I. Antongiorgi (0.1); telephone conference with S. Waechter (investor) (0.3); telephone conference with E. Garnett regarding mediation (0.1); confer with J. Thomas (0.2); review records and correspond with J. McConnell regarding same (0.8); confer with J. McConnell regarding settlements (0.3); correspond with J. Mortensen regarding investor inquiries (0.2); continue draft of Receiver's May 31, 2013 report (1.7).

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06/19/13	M. Napoli	0.50	224.00	Telephone conference with J. Thomas (0.3); e-mail correspondence with J. McConnell and E. Espinosa regarding Orr licensees (0.1); review non-suit by HCF Intervenor (0.1).
06/20/13	E. Espinosa	0.00	.00	(NO CHARGE) Travel to Austin to attend mediation (3.5).
06/20/13	E. Espinosa	9.00	2,880.00	Attend mediation (9.0).
06/20/13	M. Napoli	0.00	.00	(NO CHARGE) Travel to Austin to attend mediation (3.5).
06/20/13	M. Napoli	9.00	4,032.00	Attend mediation (9.0).
06/20/13	D. Andreacchi	0.80	133.94	Receipt and review of voice mail messages; return phone calls and update communications log.
06/21/13	E. Espinosa	0.00	.00	(NO CHARGE) Return travel to Dallas (4.0).
06/21/13	E. Espinosa	2.00	640.00	Meeting with J. George, J. Thomas, J. McConnell and M. Napoli (2.0).
06/21/13	M. Napoli	0.00	.00	(NO CHARGE) Return travel to Dallas (4.0).
06/21/13	M. Napoli	2.00	896.00	Meet with J. Thomas, J. George and J. McConnell (2.0).
06/24/13	E. Espinosa	2.90	928.00	Telephone conference with A. Menendez (obo M. Hernandez) (0.3); telephone conference with J. Ball (0.4); correspond with A. Menendez regarding M. Hernandez's claim and ROI prospects (0.6); telephone conference with J. Thomas (0.2); confer with M. Napoli regarding Friday meeting (0.3); confer with A. Williams of BKD regarding Quickbooks (0.3); attend to adoption of Assignment, Transfer and Notice of Ownership Change Form (0.2); correspond with Texas Comptroller and BKD (0.2); correspond with J. Thomas and D. Taylor (0.1); attend to request for settlement modification (0.3).

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06/24/13	M. Napoli	7.00	3,136.00	E-mail correspondence with court (0.2); e-mail correspondence regarding Ikey settlement (0.3); Prepare report for TSSB (6.5).
06/24/13	D. Andreacchi	0.60	100.46	Obtain docs requested by M. Napoli.
06/25/13	E. Espinosa	4.50	1,440.00	Correspond with A. Williams of BKD (0.2); attend to settlement offers (1.4); confer with D. Andreacchi regarding investor calls (0.1); standardize change of ownership form (0.8); download updated Quickbooks and review and discuss with A. Williams of BKD (0.8); draft receiver's May 31, 2103 report (1.2).
06/25/13	M. Napoli	8.30	3,718.40	Correspond with J. Thomas regarding Wright licensee negotiations (0.7); e-mail correspondence with J. George (0.1); prepare report for TSSB (7.5).
06/25/13	D. Andreacchi	0.30	50.23	Update mailing list and communications log.
06/26/13	E. Espinosa	2.40	768.00	Telephone conference with J. Thomas regarding June 27 hearing (0.3); analyze RV raise vs. purchase price (2.1).
06/26/13	M. Napoli	8.30	3,718.40	Prepare report for TSSB (7.2); e-mail correspondence with J. Thomas regarding Wright licensee negotiations (0.8); e-mail correspondence with J. George (0.3).
06/26/13	D. Andreacchi	7.10	1,188.75	Research and print documents for M. Napoli.
06/27/13	E. Espinosa	6.10	1,952.00	Analyze RV purchase price (0.8); prepare for meeting with TSSB (2.4); revise receiver's report (2.1); correspond with GBKH regarding settlements and update recovery log (0.8).
06/27/13	M. Napoli	9.10	4,076.80	Prepare for meeting with TSSB (7.5); e-mail correspondence with J. George (0.1); review orders entered by court (0.2); e-mail correspondence regarding Rogers' settlement (0.1); review Weston, Ng and Skijus settlement documents (0.4); review Rentea client settlement documents (0.5); e-mail correspondence regarding settlements with Wright licensees (0.3).

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06/27/13	D. Andreacchi	3.40	569.26	Finalize documents for M. Napoli and confer re same.
06/28/13	E. Espinosa	0.00	.00	(NO CHARGE) Travel to San Antonio (2.0); return travel to Dallas (2.0).
06/28/13	E. Espinosa	3.00	960.00	Meeting with TSSB (3.0).
06/28/13	M. Napoli	0.00	.00	(NO CHARGE) Travel to San Antonio to attend meeting with TSSB (2.0); return travel to Dallas (2.0).
06/28/13	M. Napoli	3.00	1,344.00	Meeting with TSSB (3.0).
06/28/13	D. Andreacchi	0.10	16.74	Update mailing list.
			Total Hours	166.50
			Total Fees	\$ 59,608.64

### Professional Summary

Professional	Title	Hours Worked	Hourly Rate	Total Fees
E. Espinosa	Shareholder	67.30	320.00	21,536.00
M. Napoli	Shareholder	76.50	448.00	34,272.00
D. Andreacchi	Paralegal	22.70	167.43	3,800.64
Total All Professionals		166.50	\$ 358.01	\$ 59,608.64

**Total This Invoice \$ 59,608.64**

**EXHIBIT "D"**





K&L GATES LLP  
 ONE NEWARK CENTER  
 TENTH FLOOR  
 NEWARK, NJ 07102  
 T 973.848.4000 F 973.848.4001 klgates.com  
 Tax ID No. 25 0921018

The Estate of Retirement Value, LLC  
 c/o Eddy Espinosa  
 Cox Smith  
 Suite 3300  
 1201 Elm Street  
 Dallas, TX 75270

Invoice Date : May 7, 2013  
 Invoice Number : 2763519  
 Services Through : April 30, 2013

1203981.00004 Tracy Moss Lawsuit

**INVOICE SUMMARY**

Fees	\$ 7,414.26
Disbursements and Other Charges	\$ <u>22.83</u>
<b>CURRENT INVOICE DUE</b>	<b>\$ <u><u>7,437.09</u></u></b>

**Due and Payable upon Receipt**

Mail: K&L Gates LLP, K&L Gates Center - RCAC, 210 Sixth Ave, Pittsburgh, PA 15222

Wire Transfer Instructions: Receiving Bank: The Bank of New York Mellon, 500 Ross Street, Pittsburgh, PA 15262  
 BIC Code: IRVTUS3N  
 ABA: 043000261  
 Beneficiary: K&L Gates LLP AIS Account  
 Acct No.: 127-2657

When initiating a wire transfer/ACH, please reference client/matter number on wire information and please send notification to RCAC\_East@klgates.com with details including dollar amount, date and client/matter/invoice number(s).  
 Effective 2/28/2013, SWIFT / BIC Code will be changing from MELNUS3P to IRVTUS3N.

FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
04/01/13	R. Alito	0.80	Review plaintiff's opposition to motion for summary judgment; conference with G. Barbatsuly regarding issues for reply; review Gray UE testimony as referred to in plaintiff's brief	383.72
04/01/13	G. P. Barbatsuly	0.60	Further draft outline for reply brief for summary judgment motion; confer with F. Cousland regarding strategy and division of labor for same	247.07
04/01/13	F. E. Cousland	6.90	Review Plaintiff's Response to Summary Judgment motion (.8); discuss with G. Barbatsuly (.3); draft reply brief (5.8)	1,686.02
04/02/13	F. E. Cousland	5.40	Draft reply brief in support of motion for summary judgment	1,319.49
04/05/13	G. P. Barbatsuly	0.90	Receive and review hostile work environment, retaliatory discharge, and economic loss sections of reply brief prepared by F. Cousland; confer with F. Cousland regarding same; further draft quid pro quo section; begin substantial editing of reply brief	370.60
04/06/13	G. P. Barbatsuly	3.90	Further draft, revise and edit quid pro quo section for reply brief in further support of summary judgment; further editing of hostile work environment and retaliatory discharge sections to same; further editing of preliminary statement for same	1,605.94
04/07/13	G. P. Barbatsuly	3.60	Further revise and edit negligence, hostile work environment, and retaliatory discharge, and damages sections for reply brief in further support of summary judgment; further overall stylistic revisions to reply brief; exchange e-mails with R. Alito and M. Napoli regarding same	1,482.41
04/08/13	G. P. Barbatsuly	0.30	Review, revise, and edit reply brief in further support of motion	123.53

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
04/08/13	F. E. Cousland	0.80	for summary judgment; exchange e-mails with M. Napoli regarding same; confer with F. Cousland regarding same	195.48
			File reply brief in further support of summary judgment motion	
		TOTAL FEES	23.20 hrs	\$ <u>7,414.26</u>

**TIMEKEEPER SUMMARY**

R. Alito	0.80 hrs at	\$ 479.65 / hr	383.72
G. P. Barbatsuly	9.30 hrs at	\$ 411.78 / hr	3,829.55
F. E. Cousland	13.10 hrs at	\$ 244.35 / hr	3,200.99
	TOTAL FEES	23.20 hrs	\$ <u>7,414.26</u>

**DISBURSEMENTS & OTHER CHARGES**

DESCRIPTION	AMOUNT
Pacer Research	8.40
Postage	5.16
Westlaw Research	9.27
DISBURSEMENTS & OTHER CHARGES	\$ <u>22.83</u>

**EXHIBIT "E"**



**K&L GATES LLP**  
 925 FOURTH AVENUE  
 SUITE 2900  
 SEATTLE, WA 98104-1158  
 T 206.623.7580 F 206.623.7022 klgates.com  
 Tax ID No. 25 0921018

c/o Eduardo S. Espinosa, Receiver  
 1717 Main Street,  
 Suite 2800  
 Dallas, TX 75201

Invoice Date : May 10, 2013  
 Invoice Number : 2765604  
 Services Through : April 30, 2013  
 Our File Number : 1203981

**INVOICE SUMMARY BY MATTER**

**State of Texas vs Retirement Value LLC, et. al. - e-DAT Fees  
 (70001)**

Fees	\$	1,102.30	
Disbursements and Other Charges	\$	<u>616.39</u>	
<b>Total Amount Due This Matter</b>			<b>\$ 1,718.69</b>

<b>CURRENT INVOICE DUE - All Matters</b>			<b>\$ <u>1,718.69</u></b>
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This invoice reflects fees and costs not previously billed. Past due balances, if any, will be shown on a separate statement of account at the beginning of the next month. Payment is due in U.S. dollars upon receipt. Funds may be wired to our account number 153557906580 US Bank, Private Financial Services, 1420 5th Ave, Suite 2100, Seattle, WA 98101, ABA Routing Number 125000105. Check payments should be sent to K&L Gates LLP, RCAC, 925 Fourth Ave., Suite 2900, Seattle, WA 98104-1158.

State of Texas vs Retirement Value LLC, et. al. - e-DAT Fees  
(70001)

**\$1,718.69**

**FEES**

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
04/04/13	J. R. Sanchez	1.20	Electronically produce documents out of Ringtail per production specifications per the request of George and Brothers; quality check production results and organize in preparation for finalization; coordinate and transfer electronically to counsel	228.06
04/16/13	J. R. Sanchez	1.00	Electronically produce documents out of Ringtail per production specifications per the request of George and Brothers; quality check production results and organize in preparation for finalization; coordinate and transfer electronically to George and Brothers	190.05
04/23/13	J. R. Sanchez	1.90	Electronically produce documents per production specifications per the request of George and Brothers.	361.10
04/29/13	J. R. Sanchez	1.70	Perform database search for documents per George and Brothers request; load production materials to database	323.09
TOTAL FEES			5.80 hrs	\$ <u>1,102.30</u>

**TIMEKEEPER SUMMARY**

J. R. Sanchez	5.80 hrs at	\$ 190.05 / hr	1,102.30
TOTAL FEES		5.80 hrs	\$ <u>1,102.30</u>

DISBURSEMENTS & OTHER CHARGES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ESI Conversion: Convert 0.883056641 GB to TIFF images @ \$550/GB:	606.07
\$485.68` OCR 5136 pages @ \$0.02/page: \$102.72` ESI Conversion: 1767	
Stamps @ \$0.01/Stamps: \$17.67	
Local Courier - Special Delivery Inc. 03/11/13 Pick up from Michael D. Napoli	10.32
DISBURSEMENTS & OTHER CHARGES	<u>\$ 616.39</u>

MATTER SUMMARY

Fees	\$ 1,102.30
Disbursements and Other Charges	<u>\$ 616.39</u>
<b>MATTER TOTAL</b>	<b><u>\$ 1,718.69</u></b>

**EXHIBIT "F"**





K&L GATES LLP  
 925 FOURTH AVENUE  
 SUITE 2900  
 SEATTLE, WA 98104-1158  
 T 206.623.7580 F 206.623.7022 klgates.com  
 Tax ID No. 25 0921018

c/o Eduardo S. Espinosa, Receiver  
 1717 Main Street,  
 Suite 2800  
 Dallas, TX 75201

Invoice Date : June 6, 2013  
 Invoice Number : 2777264  
 Services Through : May 31, 2013  
 Our File Number : 1203981

**INVOICE SUMMARY BY MATTER**

**State of Texas vs Retirement Value LLC, et. al. - e-DAT Fees  
 (70001)**

Fees	\$ <u>969.27</u>	
<b>Total Amount Due This Matter</b>		<b>\$ 969.27</b>

<b>CURRENT INVOICE DUE - All Matters</b>		<b>\$ <u>969.27</u></b>
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State of Texas vs Retirement Value LLC, et. al. - e-DAT Fees  
(70001)

\$969.27

FEES

<u>DATE</u>	<u>NAME</u>	<u>HOURS</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
05/02/13	J. R. Sanchez	0.30	Perform batch procedures in Ringtail to electronically extract documents to pdf format and provide to M. Napoli per his request.	57.02
05/03/13	J. R. Sanchez	0.70	Electronically produce documents per production specifications per the request of George and Brothers: quality check production results and organize in preparation for finalization and electronic transfer to George and Brothers	133.04
05/06/13	J. R. Sanchez	0.80	Analyze, organize, and edit ESI by performing complex document conversions in preparation for production; electronically produce documents per production specifications per the request of George and Brothers; quality check production results and organize in preparation for finalization and electronic transfer	152.04
05/10/13	J. R. Sanchez	0.40	Electronically produce documents per production specifications per the request of George and Brothers	76.02
05/16/13	J. R. Sanchez	0.50	Electronically produce documents per production specifications per the request of George and Brothers; quality check production results and organize and transfer to FTP site	95.03
05/17/13	J. R. Sanchez	0.40	Electronically produce documents per production specifications per the request of George and Brothers; quality check production results and	76.02

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
05/20/13	J. R. Sanchez	0.60	organize and transfer to FTP site Electronically produce documents per production specifications per the request of George and Brothers; quality check production results and organize and transfer to FTP site	114.03
05/21/13	J. R. Sanchez	1.40	Electronically produce documents per production specifications per the request of George and Brothers; quality check production results and organize and transfer to FTP site	266.07
TOTAL FEES			5.10 hrs	\$ <u>969.27</u>

**TIMEKEEPER SUMMARY**

J. R. Sanchez	5.10 hrs at	\$ 190.05 / hr	<u>969.27</u>
TOTAL FEES		5.10 hrs	\$ <u>969.27</u>

**MATTER SUMMARY**

Fees	\$ <u>969.27</u>
<b>MATTER TOTAL</b>	<b>\$ <u>969.27</u></b>

**EXHIBIT "G"**



K&L GATES LLP  
 ONE NEWARK CENTER  
 TENTH FLOOR  
 NEWARK, NJ 07102  
 T 973.848.4000 F 973.848.4001 klgates.com  
 Tax ID No. 25 0921018

The Estate of Retirement Value, LLC  
 c/o Eddy Espinosa  
 Cox Smith  
 Suite 3300  
 1201 Elm Street  
 Dallas, TX 75270

Invoice Date : June 10, 2013  
 Invoice Number : 2779193  
 Services Through : May 31, 2013

1203981.00004 Tracy Moss Lawsuit

**INVOICE SUMMARY**

Fees	\$	97.75
Disbursements and Other Charges	\$	<u>2.10</u>
<b>CURRENT INVOICE DUE</b>	<b>\$</b>	<b><u>99.85</u></b>

**Due and Payable upon Receipt**

Mail: K&L Gates LLP, K&L Gates Center - RCAC, 210 Sixth Ave, Pittsburgh, PA 15222

Wire Transfer Instructions: Receiving Bank: The Bank of New York Mellon, 500 Ross Street, Pittsburgh, PA 15262  
 BIC Code: IRVTUS3N  
 ABA: 043000261  
 Beneficiary: K&L Gates LLP A/S Account  
 Acct No.: 127-2657

When initiating a wire transfer/ACH, please reference client/matter number on wire information and please send notification to RCAC\_East@klgates.com with details including dollar amount, date and client/matter/invoice number(s).  
 Effective 2/28/2013, SWIFT / BIC Code will be changing from MELNUS3P to IRVTUS3N.

FEEES

<u>DATE</u>	<u>NAME</u>	<u>HOURS</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
05/07/13	F. E. Cousland	0.10	Review and respond to email from R. Gray	24.44
05/09/13	F. E. Cousland	0.30	Review and respond to M. Napoli's email regarding case status	73.31
		TOTAL FEES	0.40 hrs	\$ <u>97.75</u>

TIMEKEEPER SUMMARY

F. E. Cousland	0.40 hrs at	\$ 244.35 / hr	97.75
TOTAL FEES		0.40 hrs	\$ <u>97.75</u>

DISBURSEMENTS & OTHER CHARGES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
Pacer Research	2.10
DISBURSEMENTS & OTHER CHARGES	\$ <u>2.10</u>

**EXHIBIT "H"**



K&L GATES LLP  
925 FOURTH AVENUE  
SUITE 2900  
SEATTLE, WA 98104-1158  
T 206.623.7580 F 206.623.7022 klgates.com  
Tax ID No. 25 0921018

c/o Eduardo S. Espinosa, Receiver  
1717 Main Street,  
Suite 2800  
Dallas, TX 75201

Invoice Date : July 12, 2013  
Invoice Number : 2795807  
Services Through : June 30, 2013  
Our File Number : 1203981

**INVOICE SUMMARY BY MATTER**

State of Texas vs Retirement Value LLC, et. al. - e-DAT Fees  
(70001)

Fees	\$ <u>627.18</u>	
<b>Total Amount Due This Matter</b>		<b>\$ 627.18</b>

<b>CURRENT INVOICE DUE - All Matters</b>		<b>\$ <u>627.18</u></b>
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State of Texas vs Retirement Value LLC, et. al. - e-DAT Fees  
 (70001)

\$627.18

FEES

DATE	NAME	HOURS	DESCRIPTION	AMOUNT
06/01/13	J. R. Sanchez	1.30	Prepare, organize, stage, and load productions into Ringtail per the request of M. Napoli; electronically produce documents for production per the request of George and Brothers; quality check production results and organize in preparation for finalization; transfer electronically to J. Thompson	247.07
06/03/13	J. R. Sanchez	0.90	Search database for ASI documents per George and Brothers request; prepare, organize, stage, and load documents into Ringtail in preparation for production; electronically produce documents out of Ringtail per production specifications per the request of George and Brothers	171.05
06/20/13	J. R. Sanchez	1.10	Electronically produce documents per production specifications per the request of George and Brothers	209.06
TOTAL FEES			3.30 hrs	\$ <u>627.18</u>

TIMEKEEPER SUMMARY

J. R. Sanchez	3.30 hrs at	\$ 190.05 / hr	<u>627.18</u>
TOTAL FEES		3.30 hrs	\$ <u>627.18</u>

MATTER SUMMARY

Fees	\$ <u>627.18</u>
<b>MATTER TOTAL</b>	<b>\$ <u>627.18</u></b>

